ALL - América Latina Logística S.A.
and its subsidiaries
Quarterly Information
On September 30, 2009, 2008 and June 30, 2009 with independent auditors report on special review

SPECIAL REVIEW REPORT

To
Management and Shareholders of
ALL – América Latina Logística S.A.
Curitiba, Paraná State

1. We have reviewed the accounting information contained in the Quarterly Information – ITR, individual and consolidated, of ALL - América Latina Logística S.A. and its subsidiaries for the quarter period ended September 30, 2009, comprising the balance sheets and the statements of income, of changes in shareholders' equity and of cash flows, notes to the quarterly information and the performance report, prepared under the Management's responsibility.

2. Our review was performed in accordance with the specific rules established by IBRACON - Brazilian Institute of Independent Auditors and CFC - Federal Accounting Board, which comprised mainly: (a) inquiry and discussion with managers responsible for the accounting, financial and operational areas of the Company and its subsidiaries, regarding the main criteria adopted in the preparation of the Quarterly Information; and (b) review of subsequent information and events, which have or may have a material effect on the financial situation and operations of the Company and its subsidiaries.

3. Based on our review, we are not aware of any material change that should be made to the accounting information contained in the Quarterly Information as mentioned in paragraph 1 for it to be in accordance with the accounting practices adopted in Brazil and rules issued by the Brazilian Securities and Exchange Commission (CVM), applicable to the preparation of the Quarterly Information.

4. As mentioned in Note 5 (a), on October 20, 2006, the indirect subsidiaries América Latina Logística Central S.A. ("ALL Central") and América Latina Logística – Mesopotámica S.A. ("ALL Mesopotámica") executed the "Letters of Understanding" as part of the process of renegotiation of its concession agreements with the Argentine Government. On the issue date of this review report, the Management of subsidiaries and their counsel understand that the renegotiation process of agreements have not been concluded due to the approval by the Executive Branch of the country. The main effects of the new contractual system which is being negotiated are also being described in Note 5 (a). The subsidiaries estimated the recoverable amount of its permanent assets and certain recoverable taxes on September 30, 2009, based on cash flow studies that take into account the changes proposed in the "Letters of Understanding" previously mentioned, which the Management of subsidiaries deems as necessary to comply with its business plans. The recoverability of its permanent assets and the tax credits recorded on September 30, 2009 depend on the approval of the renegotiation of concession agreements by the Argentine Executive Branch (previously approved by the "Comisión Bicameral de Seguimiento de Privatizaciones" of the country), and the success of the implementation of the business plan prepared by the Management. The resolution of these matters is still pending on the date of this review report and, subsequently, the present quarterly information does no comprise any adjustment and/or reclassification from the effects which could result from said uncertainties.

SPECIAL REVIEW REPORT

5. As described in Note 7, indirect subsidiary ALL Central adjourned the acknowledgement of revenues from toll tariff of the "Unidad Ejecutora del Programa Ferroviário Provincial (U.E.P.F.P.)" as from January 2002. Such decision is mainly based on the acknowledgement of services rendered by part of said Unit. In 2004, ALL Central issued a lawsuit with the Federal Administrative Litigation Court of Buenos Aires, requiring the payment of toll values from 1993 to 1995. Supported by the opinion of its legal councils, that the collection of amounts filed against U.F.P.F.P. is very likely to succeed, the Management did not record provision for losses receivable recorded in ALL Argentina in the approximate amount of R$2,448 thousand (P$4,762 thousand). On the other hand, due to agreements entered into with former shareholders, ALL Argentina records a liability in the same amount, linked to the obligation of reimbursing 50% of the recovered amounts, related to tolls incurred in the periods that forewent the acquisition date of ALL Central and ALL Mesopotámica. The quarterly information – ITR described in the first paragraph does not comprise possible adjustments or reclassification that may arise as a result of these discussions.

6. Our report on the quarterly statements related to the period ended September 30, 2008, dated November 5, 2008 included an emphasis paragraph related to the pending matter existing as to the treatment to be given for future capital increase granted to ALL – América Latina Logística Argentina S/A as a result of pending discussions on the resolution instruments of Inspección General de Justicia ("IGJ"). In view of the evolution of discussions on the matter, including with the effective capitalization of said advances for future capital increase, we concluded that the emphasis paragraph would no longer be necessary in the issue of the present financial statements.

7. As mentioned in Note 3, as a result of changes in accounting practices adopted in Brazil during 2008, the statement of income, of changes in shareholders' equity, of cash flows referring to the quarter ended September 30, 2008, presented for comparison purposes, was adjusted and is being re-submitted as set forth in NPC 12 – Accounting Practices, Changes in Accounting Estimates and Error Correction.

Curitiba, October 30, 2009.

ERNST & YOUNG
Auditores Independentes S.S.
CRC-2-SP 15199/O-6 "F" PR

Luiz Carlos Passetti
Accountant CRC-1-SP-144.343/O-3 "S" PR

ALL – AMÉRICA LATINA LOGÍSTICA S.A. AND SUBSIDIARIES

BALANCE SHEETS FOR THE PERIODS ENDED ON SEPTEMBER 30, 2009 AND JUNE 30, 2009

(In thousands of reais)

		Parent Company		Consolidated	
	Note	**9/30/09**	**6/30/09**	**9/30/09**	**6/30/09**
ASSETS					
CURRENT ASSETS					
Cash and cash equivalents	6	433,526	518,095	2,205,305	2,207,044
Clients and operations receivable	7	48,999	53,439	217,115	232,300
Inventories				75,553	84,710
Credits with congeners				236	2,718
Lease and concessions	8			6,273	6,273
Recoverable taxes and contributions	9	75,450	74,909	286,072	282,869
Deferred income tax and social contribution	10	14,293	13,869	101,979	89,106
Dividends and interest on own capital		90,382	90,382		
Advances and other accounts receivable		5,476	6,142	66,501	40,478
Prepaid expenses		779		17,276	14,467
Total current assets		668,905	756,836	2,976,310	2,959,965
NON-CURRENT					
LONG-TERM ASSETS					
Credits receivable from related companies	21	763,231	449,457		
Lease and concessions	8			107,079	108,694
Debentures	11	106,884	104,040		-
Recoverable taxes and contributions	9	6,103	5,601	232,488	221,391
Deferred income tax and social contribution	10	44,786	44,032	149,697	132,861
Refundable deposits and restricted amounts	20	2,777	1,184	288,870	281,593
Temporary investments				531	530
Advances for future investments		62,642	62,642		
Advances and other realizable assets				31,604	14,925
Prepaid expenses				9,048	12,020
		986,423	666,956	819,317	772,014
PERMANENT ASSETS					
Investments	12	2,720,884	2,661,508	5,952	6,342
Intangible assets	13	102,543	104,466	2,702,121	2,709,534
Fixed assets	14	69,931	71,928	5,110,623	5,000,951
Deferred charges	15			207,525	209,414
		2,893,358	2,837,902	8,026,221	7,926,241
Total non-current assets		3,879,781	3,504,858	8,845,538	8,698,255
TOTAL ASSETS		4,548,686	4,261,694	11,821,848	11,658,220

The notes are an integral part of the financial statements.

ALL – AMÉRICA LATINA LOGÍSTICA S.A. AND SUBSIDIARIES

BALANCE SHEETS FOR THE PERIODS ENDED ON SEPTEMBER 30, 2009 AND JUNE 30, 2009
(In thousands of reais)

		Parent Company		Consolidated	
	Note	9/30/09	6/30/09	9/30/09	6/30/09
LIABILITIES					
CURRENT LIABILITIES					
Suppliers		218,101	76,726	838,833	835,714
Loans and financings	16	1,575	8,130	467,302	400,150
Debentures	17	159,975	186,963	195,107	241,358
Tax liabilities		3,698	3,772	176,750	170,360
Debt with congeners				3,315	4,060
Lease and concessions	19			23,780	24,077
Labor and social security liabilities				56,330	68,396
Advances from clients		23,584	22,558	117,232	81,234
Leasing	18			143,264	143,391
Deferred taxes and contributions		2,379		5,986	
Tax and social security installments				19,178	18,885
Other accounts payable				127,097	99,619
Deferred income	24			2,065	2,065
Real estate credit advances	23	14,420	14,420	63,833	63,833
Dividends and interest on own capital		682	682	806	806
Total current liabilities		424,414	313,251	2,240,878	2,153,948
NON-CURRENT LIABILITIES					
Loans and financing	16	262,096	262,036	2,414,937	2,445,998
Debentures	17	898,543	898,058	1,803,848	1,800,328
Debts payable to related companies	21	222,568	83,896	2,797	2,104
Provision for contingencies	20			210,246	247,685
Lease and concessions	19			931,995	910,237
Advances from clients				3,538	3,538
Provision for unrealized profit	22	13,547	13,733		-
Leasing	18			947,881	847,525
Tax and social security installments				99,141	101,782
Real estate credit advances	23	106,946	110,551	510,834	526,793
Other long-term liabilities				10,846	10,939
Provision for unsecured liabilities in subsidiaries	12	17,201	15,236	4,609	4,762
Deferred income	24			24,965	25,481
Total non-current liabilities		1,520,901	1,383,510	6,965,637	6,927,172
Minority interest in subsidiaries				13,340	13,890
SHAREHOLDERS' EQUITY					
Capital stock	25	2,141,413	2,141,413	2,141,413	2,141,413
Capital reserve		(19,999)	(25,005)	(19,999)	(25,005)
Profit reserves		372,428	372,428	372,428	372,428
Accumulated profit (losses)		118,468	60,918	117,090	59,195
Asset adjustments		(16,474)	2,181	(16,474)	2,181
Advance for future capital increase		7,535	12,998	7,535	12,998
Total shareholders’ equity		2,603,371	2,564,933	2,601,993	2,563,210
TOTAL LIABILITIES		4,548,686	4,261,694	11,821,848	11,658,220

The notes are an integral part of the financial statements.

ALL – AMÉRICA LATINA LOGÍSTICA S.A. AND SUBSIDIARIES
STATEMENT OF INCOME FOR THE PERIODS ENDED ON SEPTEMBER 30, 2009 AND SEPTEMBER 30, 2008
(In thousands of reais)

		Parent Company		Consolidated	
			Presented again		Presented again
	Note	9/30/09	9/30/08	9/30/09	9/30/08
Gross revenue from services					
Provision of cargo transportation services and other		598,606	334,061	2,270,969	2,166,136
Gross revenue deductions, mainly taxes (ICMS, ISS, PIS and COFINS)		(71,297)	(37,969)	(274,152)	(265,339)
Net revenue from services		527,309	296,092	1,996,817	1,900,797
Cost of services provided		(428,916)	(227,063)	(1,181,153)	(1,030,566)
Gross Profit		98,393	69,029	815,664	870,231
Income from shareholding					
Equity accounting	12	111,377	272,243	(2,601)	(629)
Reversal (Provision) for unsecured liabilities in subsidiaries	12	(8,196)	(11,672)		-
Goodwill amortization in subsidiaries		(5,486)	(5,486)	(23,774)	(13,945)
Gain/loss in investments		(4,137)	(47,450)	(5,264)	(49)
		93,558	207,635	(31,639)	(14,623)
Other operating income (expenses)					
Selling		(141)	(1,519)	(8,951)	(10,725)
General and administrative		(6,573)	(9,305)	(86,819)	(91,323)
Other operating income (expenses), net		750	494	13,243	2,982
		(5,964)	(10,330)	(82,527)	(99,066)
Operating income before financial income		185,987	266,334	701,498	756,542
Financial expenses	28	(162,130)	(144,526)	(836,951)	(684,103)
Financial income	28	70,629	89,966	192,216	172,646
		(91,501)	(54,560)	(644,735)	(511,457)
Operating income before taxes and minority interest		94,486	211,774	56,763	245,085
Provision for income tax and social contribution	27		(3,596)	(20,064)	(55,500)
Deferred income tax and social contribution	27	(147)	(491)	57,833	17,038
		(147)	(4,087)	37,769	(38,462)
Minority interest in subsidiaries				842	2,098
Net income for the period		94,339	207,687	95,374	208,721
Number of shares at the end of the period (in thousands)		2,884,178	2,884,178	2,884,178	2,884,178
Net income per one thousand shares of capital at the end of the period – R$		32.7092	72.0091	33.0680	72.3676

The notes are an integral part of the financial statements.

ALL – AMÉRICA LATINA LOGÍSTICA S.A. AND SUBSIDIARIES

STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY FOR THE PERIODS ENDED ON SEPTEMBER 30, 2009 AND DECEMBER 31, 2008
(In thousands of reais)

	Realized Capital Stock		Capital Reserve		Profit Reserve					Other		
	Subscribed	Payable	Treasury Shares	Goodwill in the issue of shares	Legal	Tax Incentives	For Investments	Retained Earnings	Advance for Future Capital Increase	Asset Adjustments	Accumulated Translation Adjustments	Total
Balance on December 31, 2008	**2,153,338**	**(11,925)**	**(73,046)**	**32**	**40,105**	**2,434**	**353,034**		**8,143**	**11,057**	**14,773**	**2,497,945**
Income (loss) for the year								94,339				94,339
Accumulated Translation Adjustments											(31,961)	(31,961)
Mark-to-market of financial investments										(10,046)		(10,046)
Mark-to-market of hedge instruments											(297)	(297)
Deferred IncomeTax and Social Contribution Law 11.638 (Effect of Subsidiaries)								24,129				24,129
Granted options record - Stock Options			15,128									15,128
Treasury Shares			37,887				(23,145)					14,742
Advances for future capital increase									(608)			(608)
Balance on September 30, 2009	**2,153,338**	**(11,925)**	**(20,031)**	**32**	**40,105**	**2,434**	**329,889**	**118,468**	**7,535**	**1,011**	**(17,485)**	**2,603,371**

The notes are na integral part of the financial statements.

ALL – AMÉRICA LATINA LOGÍSTICA S.A. AND SUBSIDIARIES

STATEMENT OF CASH FLOW FOR THE PERIODS ENDED ON SEPTEMBER 30, 2009 AND SEPTEMBER 30, 2008

(In thousands of reais)

	Parent Company		Consolidated	
	9/30/09	**9/30/08**	**9/30/09**	**9/30/08**
Operating activities				
Net income for the year	94,340	207,687	95,374	208,721
Expenses (revenues) not affecting cash and cash equivalents				
Depreciation and amortization	6,358	10,355	286,935	256,082
Equity accounting	(111,377)	(272,243)	335	629
Provision for unsecured liabilities	8,196	11,672	2,266	
Goodwill amortization	5,486	38	23,774	8,497
Deferred income and social contribution taxes	147	491	(57,833)	(24,932)
Provision for unrealized profit	(558)	(558)		
Realization of deferred revenues			(1,548)	(617)
Exchange variation and charges on financing and debentures	(83,102)	(76,643)	2,650	(199,831)
Stock Options	15,128	3,278	15,128	14,822
Minority interest			(842)	16,662
	(65,382)	(115,923)	366,239	280,033
Increase (decrease) in assets				
Trade accounts receivable	(1,888)	(36,904)	(62,768)	(43,549)
Storehouse		130	18,107	(8,980)
Taxes recoverable	(5,346)	(13,706)	60,827	(20,061)
Dividends and interest on own capital	19,524	(47,624)		
Other assets	(561,268)	(3,404)	(67,601)	(31,241)
	(548,978)	(101,508)	(51,435)	(103,831)
Increase (decrease) in liabilities				
Suppliers	73,539	87,157	(148,011)	48,103
Payroll and related charges			(24,715)	31,799
Taxes, fees and contributions	2,006	1,845	(44,582)	(18,180)
Leasings and concessions payable			79,480	255,838
Dividends and interest on own capital	(41,527)	(51,286)	(41,527)	(51,410)
Other liabilities	71,429	135,524	24,035	(14,316)
	105,447	173,240	(155,320)	251,834
Operational generation (use) of cash	(508,913)	(44,191)	159,484	428,036
Investment activities				
Acquisition of interest		246,013		
Acquisition of fixed assets	(1,143)	(80,246)	(525,851)	(499,355)
Inventories in fixed inversion			(33,849)	(23,220)
Leasing			(167,774)	(76,750)
Cash provided by (used in) investment activities	(1,143)	165,767	(727,474)	(599,325)
Investment activities				
Financing				
Funding	19,893	28,067	352,422	1,340,605
Amortization	(19,945)	(2,006)	(533,257)	(463,570)
Debentures receipt		(12,603)		
Capital increase and advance for future capital increase		(92,310)		(92,310)
Acquisitions/Stock options	14,134		14,134	
Leasing			297,264	76,750
Related parties		223,897		-
Cash provided by (used in) financing activities	14,082	145,045	130,563	861,475
Increase (decrease) in cash and cash equivalents	(495,974)	266,621	(437,427)	690,186
Cash and cash equivalents initial balance	929,500	259,731	2,642,732	1,815,846
Cash and cash equivalents final balance	433,526	526,352	2,205,305	2,506,032
Increase (decrease) in cash and cash equivalents	(495,974)	266,621	(437,427)	690,186

The notes are an integral part of the financial statements.

(In thousands of reais)

1 Operations

a) The Company

ALL - América Latina Logística S.A. (the "Company" or "Parent Company") was established on December 31, 1997.

The Company's main corporate objectives are:

- to hold interest in other companies, ventures and consortia, the purpose of which is related to transportation services, including rail transportation;
- to perform activities relating to transportation services, such as logistics, intermodal transportation, port operations, movement and storage of goods, operation and administration of storage warehouses and general warehouses;
- to acquire, lease or lend locomotives, wagons and other rail equipment to third parties;

On May 31, 2004, ALL joined the Special Corporate Governance Practices - Level 2 implemented by the São Paulo Stock Exchange (BOVESPA), where its shares are traded.

The Company operates rail transportation in Southern Brazil through ALL Malha Sul, and in the Central West region and State of São Paulo through the concessionaires, indirect subsidiaries, ALL – América Latina Logística Malha Paulista, ALL – América Latina Logística Malha Norte and ALL – América Latina Logística Malha Oeste S.A. It operates in Argentina through its subsidiary ALL - América Latina Logística – Argentina S.A. (ALL Argentina), holding company of ALL - América Latina Logística - Central S.A. (ALL Central) and ALL - América Latina Logística - Mesopotámica S.A. (ALL Mesopotámica), and also provides road transportation services in Brazil through ALL - América Latina Logística Intermodal S.A. (ALL Intermodal).

The group's companies which have concession terms are as follows:

Companies	Concession period	Area of Operation
ALL Malha Sul	February 2027	Southern region of Brasil
ALL Malha Paulista	December 2028	Mid-west region and São Paulo State
ALL Malha Oeste	June 2026	Mid-west region and São Paulo State
ALL Malha Norte	May 2079	Mid-west region and São Paulo State
ALL Central	August 2023	Argentina
ALL Mesopotámica	October 2023	Argentina
Portofer	June 2025	Port of Santos – São Paulo State
Terminal XXXIX	August 2022	Port of Santos – São Paulo State
TGG - Terminal de Granéis do Guarujá	August 2022	Port of Santos – São Paulo State
TERMAG - Terminal Marítimo de Guarujá	August 2022	Port of Santos – São Paulo State

These concessions can be renewed once more for the same period.

All companies comprising ALL Group are listed in Note 4.

Boswells S.A. is a financial investment company based in Uruguay.

Santa Fé Vagões S.A. is a wholly-owned subsidiary, whose corporate purpose is manufacture, maintain, sell, and trade items and services related to rolling stocks, rail systems, traction equipment, trails, signaling, and mechanical equipment related to rail activities, in addition to its parts and components, as well as the import, export, purchase, sale, distribution, lease, rental and loan of railcars, machinery, equipment and inputs related to rail activities.

ALL Overseas is a wholly-owned subsidiary and its corporate purpose is to carry out any activity that is in accordance with the legislation in force in the Bahamas.

b) Limitations and conditions to operate the concession granted to ALL Malha Sul, ALL Malha Paulista and ALL Malha Oeste

The Companies are subject to complying with specific conditions established in the privatizations offer and in the concession agreements for the operation of Rail Networks.

The concession agreements of these subsidiaries may be terminated in view of the following events: expiration of the contractual term; expropriation; forfeiture; termination; annulment and bankruptcy; or extinguishment of the concessionaire.

The main impacts of the extinguishment of any of the concessions would be as follows:

- all rights and privileges transferred to the Companies will return to the Federal Government, together with leased assets and those resulting from investments that are considered reversible by the Federal Government for being necessary to the continuous rendering of services under the concession.

- the assets considered reversible will be indemnified by the Federal Government at the residual cost value, calculated in accordance with the accounting records of the Companies, net of depreciation; this cost will be subject to technical and financial analyses by the Federal Government. Any and all improvements made to the permanent track superstructure will not be considered as investments for indemnification purposes.

c) Corporate restructuring

During 2008, several companies were merged into ALL group aiming to optimize the corporate and operating structure. All phases of the mergers, as well as the merged companies, are detailed in Note 1 to the financial statements as of December 31, 2008.

On April 30, 2009, Millenium Investimentos transferred 50,000 common shares and 69,996 preferred shares from Santa Fé Vagões S.A. to ALL – América Latina Logística S.A., which increased its interest in that Company from 39.99% to 100.00%.

(In thousands of reais)

2 Summary of the Main Accounting Practices

The accounting practices used by the Company in the preparation of this quarterly information are the same ones used to prepare the financial statements of the year ended December 31, 2008.

The authorization for completing the preparation of this quarterly information took place at the board of executive officers' meeting held on October 23, 2009.

3 Preparation and Presentation Basis of the Quarterly Information

The quarterly information were prepared based on the accounting practices adopted in Brazil and on the rules of the Brazilian Securities and Exchange Commission (CVM), complying with the accounting guidelines from the corporate law (Law 6404/76) which include the new provisions introduced, amended and revoked by Law 11,638 of December 28, 2007 and by Law 11,941, of May 27, 2009. The quarterly information should be analyzed along with the financial statements of fiscal year ended December 31, 2008.

Pursuant to NPC 12 and CVM Resolution 506/06 – Accounting Practices, Changes in Accounting Estimates and Correction of Errors, the statements of income for the nine-month period ended September 30, 2008, included comparatively in these quarterly information, are presented to reflect the adjustments of Law 11,638 of December 28, 2007 and Law 11,941, of May 27, 2009, on December 31, 2008. The effects are as follows.

	Parent Company	Consolidated
	9/30/08	9/30/08
Net income previously stated	**213,872**	**214,906**
Recognition of financial leasing contracts		(13,119)
Measurement at fair value of derivatives	11,906	39,518
Measurement at fair value of share-based payments.	(3,278)	(14,822)
Adjustment to present value of qualifiable monetary assets and liabilities	(400)	(1,826)
Non qualifiable intangible and deferred assets write-off		(583)
Effects from the translation of the subsidiaries' currency functional currency	(7,690)	(7,196)
Deferred income tax and social contribution	(3,912)	(8,157)
Equity accounting effect	(2,811)	
Net Effects from the full application of Law 11,638/07 and Law 11,941/09 in the period	**(6,185)**	**(6,185)**
Net income restated	**207,687**	**208,721**

Additionally, as a result of the exclusion introduced by Law 11,941/09 from the non-operating income line, the Company reclassified under the Parent Company R$(494) and under consolidated R$965 under the quarterly information for the period ended on September 30, 2008 to other operating revenues (expenses) line.

(In thousands of reais)

4 Consolidated Quarterly Information

a) Ownership in subsidiaries

The consolidated quarterly information comprises the Company's operations and the following subsidiaries' operations, the percentage ownership of which on the balance sheet date is summarized as follows:

	Ownership %	
	9/30/09	**6/30/09**
Direct Subsidiaries		
ALL - América Latina Logística Intermodal S.A. (ALL Intermodal)	100.00	100.00
ALL - América Latina Logística Malha Sul S.A. (ALL Malha Sul)	100.00	100.00
ALL - América Latina Logística Overseas S.A. (ALL Overseas)	100.00	100.00
Boswells S.A.	100.00	100.00
Multimodal Participações Ltda (Multimodal)	100.00	100.00
Santa Fé Vagões S.A. (Santa Fé)	100.00	100.00
ALL - América Latina Logística Participações Ltda (ALL Participações)	99.99	99.99
BLL SPE Ltda	99.99	99.99
ALL - América Latina Logística Argentina S.A. (ALL Argentina)	90.96	90.96
ALL - América Latina Logística Rail Tec (ALL Rail Tec)	51.00	51.00
ALL - América Latina Logística Servicios Integrales S.A. (Sisa)	51.00	51.00
ALL - América Latina Logística Malha Oeste S.A. (ALL Malha Oeste)	11.74	11.74
Indirect Subsidiaries		
ALL Intermodal's Investee		
ALL - América Latina Logística Armazéns Gerais Ltda (ALL - Armazéns Gerais)	99.99	99.99
Rhall Terminais Ltda	30.00	30.00
ALL Armazéns Gerais's Investee		
PGT Grains Terminal S.A. (PGT)	99.99	99.99
Multimodal Participações Ltda's Investee		
Nova Brasil Ferrovias S.A.	100.00	100.00
Ferronorte Locadora de Vagões S.A. (Ferronorte Locadora)	100.00	100.00
ALL - América Latina Logística Malha Paulista S.A. (ALL Malha Paulista)	100.00	100.00
ALL - América Latina Logística Centro-Oeste Ltda (ALL Centro-Oeste)	99.99	99.99
ALL - América Latina Logística Equipamentos Ltda (ALL Equipamentos)	99.99	99.99
ALL - América Latina Logística Tecnologia Ltda (ALL Tecnologia)	99.90	99.90
ALL - América Latina Logística Malha Oeste S.A. (ALL Malha Oeste)	88.26	88.26
Nova Brasil Ferrovias's Investee		
ALL - América Latina Logística Malha Norte S.A. (ALL Malha Norte)	97.96	97.55
ALL Malha Paulista's Investee		
Portofer Transporte Ferroviário Ltda (Portofer)	50.00	50.00
ALL Malha Norte's Investee		
Terminal XXXIX de Santos S.A. (Terminal XXXIX)	50.00	50.00
Portofer Transporte Ferroviário Ltda (Portofer)	50.00	50.00
ALL Argentina's Investee		
ALL - América Latina Logística Central S.A. (ALL Central)	73.55	73.55
ALL - América Latina Logística Mesopotámica S.A. (ALL Mesopotámica)	70.56	70.56
ALL Participações' Investee		
ALL - América Latina Logística Servicios Integrales S.A. (Sisa)	49.00	49.00
ALL - América Latina Logística Argentina S.A. (ALL Argentina)	9.04	9.04
BLL SPE Ltda	0.01	0.01
ALL - América Latina Logística Tecnologia Ltda (ALL Tecnologia)	1.00	1.00
ALL - América Latina Logística Centro-Oeste Ltda (ALL Centro-Oeste)	0.01	0.01
ALL - América Latina Logística Equipamentos Ltda (ALL Equipamentos)	0.01	0.01

(In thousands of reais)

Nova Brasil Ferrovias was merged by Multimodal Participações Ltda., on September 30, 2009.

ALL Central and ALL Mesopotámica have the following minority interest breakdown on September 30, 2009:

	Ownership %	
	ALL Central	**ALL Mesopotámica**
Alesia S.A.		0.64
Petersen, Tiele Y Cruz S.A.		0.54
Ministério de Economia y Obras y Servicios Públicos de la Nación	16.00	16.00
Other – Individuals	4.00	4.00

The quarterly periods of the subsidiaries included in the consolidation are coincident with the parent company's and the accounting practices were evenly applied in the consolidated companies and consistent with those used in the previous year.

ALL Argentina negotiated with its minority shareholder Railroad Development Corporation the acquisition of its interest in ALL Central and in ALL Mesopotámica. The trading depends on the approval of the share transfer by the Argentine government.

For Companies ALL Argentina (direct subsidiary), ALL Central (indirect subsidiary), ALL Mesopotámica (indirect subsidiary), headquartered in Argentina, Overseas, headquartered in the Bahamas, and Boswells S.A. (direct subsidiary), headquartered in Uruguay, analyses were carried out with a view to adapting the accounting principles adopted in Argentina and Uruguay to the accounting principles adopted in Brazil. Except for the indirect subsidiaries ALL Central and ALL Mesopotámica, which amortize the organization expenditures and pre-operating costs under the item deferred permanent assets for periods which differ from the criteria used in the balance sheets in compliance with Brazilian rules and which did not generate a significant effect in the Company's quarterly information (parent company and consolidated), no other differences in accounting practices were identified.

For the investment in Terminal XXXIX, whose control is shared with other shareholders, assets, liabilities and results are consolidated proportionally to the interest in the Capital Stock of that investee. For the other subsidiaries, direct and indirect ones, their total assets, liabilities and results were consolidated, highlighting, when applicable, the interest of minority shareholders in the shareholders' equity and in the result of the periods. Investments in subsidiaries, non-realized profits and the portion correspondent to its shareholders' equity were eliminated in the consolidation, as well as asset and liability balances, revenues and expenses resulting from transactions carried out among consolidated companies, as indicated in Notes 12 and 21.

b) The main consolidation procedures are:

- Exclusion of assets and liabilities account balances among consolidated companies;
- Exclusion of interest in the capital, reserve and accumulated profits of consolidated companies;

(In thousands of reais)

- Exclusion of revenues and expenses balances, as well as of unrealized profits, resulting from intercompany transactions;
- Determination of taxes over the installment of unrealized profits, presented as deferred taxes in the consolidated balance sheet.

	Shareholder's equity		Net profit (loss) for the period	
	9/30/09	**6/30/09**	**9/30/09**	**9/30/08**
Parent Company	2,603,371	2,564,933	94,339	207,687
Gain (Loss) on shareholding variation	(1,378)	(1,723)		
Realization in the year of gain on shareholding variation			1,034	1,034
Consolidated	2,601,993	2,563,210	95,373	208,721

The gain of interest refers to the subscription and payment, on August 22, 2000, by ALL - América Latina Logística Malha Sul S.A. of 16,573,431 shares of Itacaiúnas Participações S.A., with goodwill of R$21,193. Such subscription generated a decrease in the parent company's interest from 100% to 63.03% of the capital with capital gain of R$13,782. The realization of this gain has been taking place as the locomotives, which originated the value of referred goodwill, depreciate.

For subsidiaries located abroad, their assets, liabilities and result regarding the period ended September 30, 2009 were translated into reais by the exchange rate at the closing balance sheet date, R$0.462806 for P$1.00 (Argentine Peso) (on June 30, 2009 – R$0.514120 for P$1.00) for the Companies headquartered in Argentina; and R$1.7781 for US$1.00 (North American dollar) (on June 30, 2009 – R$1.9516 for US$1.00 for the other subsidiaries located abroad. The exchange gains (losses) of foreign-currency denominated investments in ALL Argentina are recorded in the shareholders' equity, under item "translation accumulated adjustment".

5 Argentinean Subsidiaries - Relationship with the Granting Authorities

a) Renegotiation of the concession agreement

From July 1997 to March 2001, through Decree 605/97, the Argentine Executive Power ordered the Transportation Secretariat to renegotiate all concession agreements for freight rail transportation services, and there were various discussions and analysis resulting in the proposal of an addendum, which was null and void.

With the enactment of Law 25,561, a new turning point for the renegotiation of concession agreements was introduced, and on April 10, 2002, a presentation was delivered to the Argentine Minister of Economy through which the process was reinitiated.

In 2003, the Executive Branch issued Decree 311, creating a special committee for the renegotiation of all concession agreements. This committee reports simultaneously to the Ministry of Economy and to the Ministry of Federal Planning, Public Investments and Services. The change in the management of Argentine Government in May 2003 suspended the process for a few months and in September 2003, the concessionaires were once again required to update data and to attend various meetings with government officers and advisers of the Ministry of Federal Planning.

On July 18, 2005, Provisions 18/2005 and 19/2005 of the Unit for Renegotiation and Analysis of Public Services Agreements were published on the Official Bulletin of the Argentine Government, relative to the Letter of Understanding resulting from renegotiations for commitments of the concession agreement between ALL Central and ALL Mesopotámica with the Argentine Government. On October 20, 2006, ALL Central and ALL Mesopotámica executed new Letters of Understanding with the Unit for Renegotiation and Analysis of Public Services Agreements in order to replace the prior Letter. The effects and commitments arising from these are reflected in the Financial Statements, even considering that the referred Letters shall be approved by the President of the Republic of Argentina. The referred Letters mainly establish the following:

(i) Annual investment plan

As of January 2006, the concessionaries must investment on a yearly basis an amount equivalent to 9.5% of total net revenues of ALL Central and ALL Mesopotámica related to the previous year. In the year ended September 30, 2009, these Companies made investments at the amount of R$12,558 (R$9,541 on June 30, 2009) and R$6,632 (R$5,142 on June 30, 2009), respectively, which are higher than the minimum assumed commitments.

(ii) Concession fee ("canon")

As of January 1, 2006, the amount corresponding to 3% of total net revenues of ALL Central and ALL Mesopotámica referring to the previous year will be considered concession fee ("canon"). During the year ended September 30, 2009, these Companies recorded expenses of R$2,446 (R$1,714 on June 30, 2009) and R$736 (R$516 on June 30, 2009) respectively, having as counter-entry the lease and concession payable account.

The concession fees relating to the previous three-year periods were included as an integral part of mutual claims negotiations, as described in item (iii).

(iii) Rights and obligations comprising the mutual claims

The renegotiation of concession agreements includes the discussion on amounts claimed by both Argentine Government and concessionaries, such as: investments not complied with by concessionaries, amounts related to concession fees of previous periods and losses incurred by concessionaires by unavoidable reasons (floods and other).

Based on the Letters, the extinction of liabilities of the amounts related to mutual claims balances, which totaled P$79,760 thousand and P$14,480 thousand for ALL Central and ALL Mesopotámica, respectively, in favor of the Argentine Government, was set forth, and the concessionaries started to assume investment commitments as from January 2006, which cannot be lower than 3.17% and 1.54%, respectively, on net revenues of the previous year, respecting the minimum amounts of P$4,686 thousand and P$852 thousand, respectively. The minimum investments required by the Letters commitments are being fully complied with by concessionaries, up to the moment.

b) Approval for transfer of shares

On May 26, 1999, the indirect subsidiary ALL Argentina entered into an agreement with Poconé Participações S.A., Judori Administração, Empreendimentos e Participações S.A., Interférrea S.A. - Serviços Ferroviários e Intermodais, GP Capital Partners II L.P. and Emerging Markets Capital Investments ("the five shareholders") for the purchase and sale of 73.55% of shares of ALL Central and 70.56% of shares of ALL Mesopotámica. The amount of the transaction, equivalent to US$33,900 thousand at that time, was settled by means of offset against credits the subsidiary held with the five shareholders. Pursuant to the terms of the concession agreement, this transfer of shares is subject to the approval of the Argentine Government, and on April 26, 2004 that Government approved the share transfer, setting forth certain provisions in ALL's Articles of Association regarding the Company's purpose and the limits on share transfer on July 6, 2004. The Annual and Extraordinary General Meeting of ALL Argentina approved the amendment to the Articles of Association. On September 15, 2004, the Ministry of Economy and of Federal Planning, Public Investments and Services made the authorization for share transfer official.

Also in May 1999, the Company entered into a purchase agreement with the five shareholders for the total number of shares of ALL Argentina and a usufruct agreement over the rights (both economic and political) over shares of ALL Argentina. The purchase agreement is currently pending approval by the Argentine Government, which must give its approval so that the share transfer may become official. The term of the usufruct agreement is 20 years, automatically renewable if, up to the expiration of the agreement, the Argentine Government does not express an opinion with regard to the approval for the transaction. Should authorization be denied by the Government, the five shareholders irrevocably undertake to exercise the voting right over shares of ALL Argentina, in accordance with the Company's instructions.

Subsequently, the Company sold all its partner rights in ALL Argentina to Logispar, and reacquired these rights through the purchase of Logispar shares on December 31, 2003.

On March 29, 2006, the Company reacquired the usufruct right and obligations over ALL Argentina shares, as well as the right over advances for future capital increase ("*aportes irrevocables*"), recorded in that investee, by means of capital stock reduction in Logispar (assignor of such rights and obligations). This transaction was supported by an Appraisal Report issued by independent experts and approved at the Annual General Meeting held on the date mentioned above.

(In thousands of reais)

6 Cash and Cash Equivalents

		Parent Company		Consolidated	
		9/30/09	6/30/09	9/30/09	6/30/09
Cash and Banks		8,520	2,009	29,314	18,560
Financial Investments available for sale					
CDBs	(i)	291,644	385,296	1,586,904	1,607,731
Pre Rate	(ii)	118,560	116,301	470,840	461,780
FAQ Exclusive	(iii)	777	759	29,246	31,894
FI Exclusive	(iv)	14,025	13,730	89,001	87,079
		425,006	516,086	2,175,991	2,188,484
		433,526	518,095	2,205,305	2,207,044

The financial investments are represented by:

(i) investments in Bank Deposit Certificates (CDBs) with rates indexed to the variation of the Interbank Deposit Certificate – CDI (average rates of 102.00% of the CDI) and daily liquidity;

(ii) investments in CDBs with pre-fixed rate (average rates of 15.1% p.a.)

(iii) investments in Exclusive FAQ; and

(iv) investments in Exclusive FI with assets pegged to CDI and LFTs

7 Trade Accounts Receivable – Consolidated

	9/30/09	6/30/09
Trade accounts receivable		
In Brazil	207,485	225,007
In Argentina	25,440	26,562
	232,925	251,569
(-) Allowance for doubtful accounts		
In Brazil	(5,967)	(8,334)
In Argentina	(9,843)	(10,935)
	(15,810)	(19,269)
	217,115	232,300

(In thousands of reais)

ALL Central has been collecting under the administrative scope, amounts derived from toll revenues receivable from "Unidad Ejecutora del Programa Ferroviário Provincial" ("U.E.P.F.P.") in the amount of R$2,508 (P$5,420 thousand). The probability of success in the realization of such asset was classified as probable by our legal advisors; therefore, there is no record of provision, even though the counterparty does not recognize the service provisions. As mentioned above, for those amounts resulting from toll revenue, the chances of losses of which were classified as probable, provisions for doubtful accounts were recorded.

8 Asset Lease and Concessions - Consolidated

	9/30/09		6/30/09	
	Current Assets	Long-term Assets	Current Assets	Long-term Assets
Leasing				
ALL Malha Oeste	166	2,595	166	2,636
ALL Malha Paulista	1,848	33,629	1,848	34,136
ALL Malha Sul	2,734	44,890	2,734	45,573
Prepaid right of way				
ALL Malha Sul	1,261	21,522	1,261	21,837
Concessions				
ALL Malha Oeste	17	205	17	209
ALL Malha Paulista	97	1,770	97	1,797
ALL Malha Sul	150	2,468	150	2,506
	6,273	107,079	6,273	108,694

The conditions for the leasing and concession agreements are the following:

	Leasing and Concession Agreements						
	Term in years	Value of the	Amount paid in	Balance	Quarterly installments	Beginning of payment	Restatement index
Leasing							
ALL Malha Oeste	30	56,440	4,969	51,471	112	1/15/1998	IGP-DI
ALL Malha Paulista	30	230,160	52,793	177,367	112	12/15/2000	IGP-DI
ALL Malha Sul	30	202,112	82,032	120,080	112	1/15/1999	IGP-DI
Concessions							
ALL Malha Oeste	30	3,118	409	2,709	112	1/15/1998	IGP-DI
ALL Malha Paulista	30	12,252	2,917	9,335	112	12/15/2000	IGP-DI
ALL Malha Sul	30	10,830	4,510	6,320	112	1/15/1999	IGP-DI

The amount paid in cash is being amortized pursuant to the remaining concession term. The liability is provisioned by the Company as mentioned in Note 19.

Prepaid right of way refers to the amount paid by ALL Malha Sul to ALL Malha Paulista as a consideration for the use of the segment from Presidente Epitácio to Rubião Júnior and from

(In thousands of reais)

Pinhalzinho/Apiaí to Iperó (São Paulo state), in accordance with the agreement to operate these segments for 30 years, which is also the accounting amortization period.

Both asset lease agreements and transportation service concession agreements are recognized in the result on a straight-line basis throughout the concession period, and do not represent financial leasing.

9 Recoverable Taxes and Contributions

	9/30/09		6/30/09	
	Current Assets	**Long-term liabilities**	**Current Assets**	**Long-term liabilities**
Parent Company				
Withholding income tax - IRRF	66,742	6,103	67,321	5,601
Recoverable IR and CS – prepayment	8,014		6,859	
Other	694		729	
	75,450	6,103	74,909	5,601
Subsidiaries				
Value added Tax on Sales and Services – ICMS	72,667	68,194	65,160	71,923
Value Added Tax – IVA	3,027		2,919	
Withholding income tax - IRRF	63,107	5,152	77,279	5,107
Recoverable IR and CS - prepayment	30,371	6,806	26,354	11,911
COFINS – rate increase	3,511		3,421	
Federal Tax Credits to offset - PIS/COFINS/IPI	33,070	145,392	28,094	126,008
Other	4,869	841	4,733	841
	210,622	226,385	207,960	215,790
Consolidated	286,072	232,488	282,869	221,391

Under the item "federal credits to offset," federal tax credits of IPI acquired by ALL Intermodal are also recorded to offset with debits of other federal taxes, such as: PIS, COFINS, IRRF and CSL. Such credits derive from lawsuits filed by third parties, with *res judicata* and without the possibility of filing an action to overrule a final judgment on the part of the Federal Government. The amount offset until September 30, 2009 totals R$52,115.

(In thousands of reais)

10 Deferred Income Tax and Social Contribution

The credits of the parent company's deferred income tax and social contribution are as follows:

	9/30/09		6/30/09	
	Current Assets	Long-term Liabilities	Current Assets	Long-term Liabilities
Income tax credits				
On tax losses	8,202	28,363	8,202	27,962
On temporary differences	2,307	4,566	1,995	4,414
	10,509	32,929	10,197	32,376
Social contribution credits				
On negative bases	2,953	10,213	2,953	10,068
On temporary differences	831	1,644	719	1,588
	3,784	11,857	3,672	11,656
	14,293	44,786	13,869	44,032

Due to the expectation of future tax results, as well as in compliance with the conditions set forth by the accounting practices in Brazil and rules of the Securities and CVM, the parent company recorded deferred IR and CS credit.

Deferred income tax and social contribution credits recorded in the parent company and its subsidiaries are as follows:

	9/30/09		6/30/09	
	Current Assets	Long-term Liabilities	Current Assets	Long-term Liabilities
Income tax credits				
On tax losses	24,489	88,744	36,999	65,465
On temporary differences	50,499	23,356	28,525	33,224
	74,988	112,100	65,524	98,689
Social contribution credits				
On negative bases	9,104	31,734	13,351	23,394
On temporary differences	17,887	5,863	10,231	10,778
	26,991	37,597	23,582	34,172
	101,979	149,697	89,106	132,861

Tax losses, negative basis and temporary differences held by consolidated companies are shown as follows:

(In thousands of reais)

	Parent Company		Consolidated	
	9/30/09		6/30/09	
	IR	CS	IR	CS
Tax losses and negative bases				
ALL S.A. (parent company)	146,261	146,287	144,655	144,682
ALL Argentina - consolidated			1,714	
ALL Intermodal	23,847	24,205	17,818	18,177
ALL Malha Norte	994,563	994,903	1,010,747	1,011,520
ALL Malha Oeste	378,151	376,662	382,198	380,709
ALL Malha Paulista	956,527	957,301	960,023	960,797
ALL Malha Sul	271,965	272,138	233,851	234,295
Ferronorte Locadora de Vagões	1,082	1,082	1,095	1,095
Santa Fé	10,943	10,943		
Terminal 39	183	183		
	2,783,522	2,783,704	2,752,101	2,751,275
Temporary differences				
ALL S.A. (parent company)	27,492	27,492	25,636	25,636
ALL Argentina - consolidated	23,418		20,702	
ALL Intermodal	9,399	9,399	17,549	17,549
ALL Malha Norte	183,446	183,446	215,355	215,355
ALL Malha Oeste	45,597	45,597	61,203	61,203
ALL Malha Paulista	265,734	265,734	291,172	291,172
ALL Malha Sul	82,143	82,143	117,325	117,325
Santa Fé	1,207	1,207		
	638,436	615,018	748,942	728,240

The expectation of realization of deferred tax credits recorded is as follows:

	Parent Company	Consolidated
2009	14,293	101,979
2010	13,101	33,408
2011	13,401	41,876
2012	11,425	38,034
2013	653	3,485
2014 onwards	6,206	32,894
Total	59,079	251,676

The indirect subsidiaries ALL Central and ALL Mesopotámica, based on the generation expectation of future results and by the accounting practices adopted in Brazil, acknowledged deferred income tax credits which amount to R$8,196 on September 30, 2009 (R$3,989 on June 30, 2009). Tax losses, according to the Argentine tax legislation, prescribe in 5 years, period considered enough by the management for the full recovery of the deferred income tax.

Annually, the Management prepares a technical feasibility study and submits to the approval of the Board of Directors, which presents future taxable income, in accordance with CVM Rule 371, to serve as basis for the tax credits recorded.

(In thousands of reais)

Tax losses and social contribution negative basis generated in the parent company and Brazilian subsidiaries do not become time-barred and will be offset with future taxable income, according to the tax legislation criteria.

11 Long-term Investments

On October 2, 2006, the subsidiary Novoeste Brasil (incorporated by Multimodal Participações Ltda.) approved a private issue of up to 15,000 registered debentures, non-convertible into book-entry shares (1st issue), at unit par value of R$10, of subordinated type, 5,350 of which were issued.

						Long-term Assets	
Tranche	Issue Date	Amount	Final Maturity	Annual Yield	Effective Rate	9/30/09	6/30/09
1st issue	10/2/06	53,501	10/2/16	CDI+4%	18.61%	106,884	104,040
						106,884	104,040

12 Investments

a) Chart of interest in subsidiaries and affiliated companies

	Number of shares/ quotas held				% Interest			
	Common/quotas		Preferred		Total		Voting	
	9/30/09	6/30/09	9/30/09	6/30/09	9/30/09	6/30/09	9/30/09	6/30/09
ALL Malha Sul	12,581,336,962	12,581,336,962	19,141,176,667	19,141,176,667	100.00%	100.00%	100.00%	100.00%
Multimodal Participações	2,186,474,844	2,186,474,844			100.00%	100.00%	100.00%	100.00%
ALL Intermodal	63,844,232	63,844,232			100.00%	100.00%	100.00%	100.00%
Boswells	1,865,000	1,865,000			100.00%	100.00%	100.00%	100.00%
ALL Overseas	12,000	12,000			100.00%	100.00%	100.00%	100.00%
Santa Fé	100,000	100,000	100,000	100,000	100.00%	100.00%	100.00%	100.00%
ALL Participações	11,878,448	11,878,448			99.99%	99.99%	99.99%	99.99%
BLL SPE	499	499			99.99%	99.99%	99.99%	99.99%
ALL Argentina	3,000,288	3,000,288	5,825,560	5,825,560	90.96%	90.96%	90.96%	90.96%
ALL Sisa	10,200	10,200			51.00%	51.00%	51.00%	51.00%
ALL Rail Tec	420,750	5,100			51.00%	51.00%	51.00%	51.00%
ALL Malha Oeste	53,894,164	53,894,164	2,277,836	2,277,836	11.74%	11.74%	13.59%	13.59%

b) Chart of interest in subsidiaries and affiliated companies - continued

(In thousands of reais)

		Subsidiaries/Affiliated Companies			Equity Accounting		Parent Company Value of Investments	
		Shareholders' Equity	Income for the Year	Dividends Distributed	9/30/09	9/30/08	9/30/09	6/30/09
Direct subsidiaries								
ALL Argentina	(i)	44,168	(22,689)		(20,639)	(792)	51,069	63,536
ALL Centro-Oeste	(ii)	469	(31)			1,436		
ALL Equipamentos	(ii)	49,324	24,079			22,960		
ALL Intermodal		142,468	14,780		14,780	66,373	142,468	137,103
ALL Malha Oeste		45,477	(8,176)		(960)		5,339	4,810
ALL Malha Sul		77,913	(80,246)		(80,246)	(16,420)	77,913	106,133
ALL Overseas		5,140	(6)		(6)	365	5,140	5,642
ALL Participações			(2,048)			493		
ALL Sisa		7					4	4
ALL Tecnologia	(ii)	1,301	1,300			1,421		
Boswells		17,740	(1,629)		(1,629)	939	17,740	16,913
Multimodal Participações		2,420,857	199,728		199,728	197,006	2,420,857	2,327,225
Rail Tec		694	684		349		354	142
Santa Fé						(1,538)		
					111,377	272,243	2,720,884	2,661,508

(i) ALL Argentina has an Advance for Future Capital Increase (AFAC) recorded in its Shareholders' Equity, at the amount of R$120,502 (R$133,862 on June 30, 2009) carried out by ALL Holding, which fully recognizes the AFAC in its investment until it is paid-up.

(ii) On December 1, 2008, the parent company – ALL Holding S.A. sold its interest in ALL Equipamentos Ltda., ALL Tecnologia Ltda., and ALL Centro-Oeste Ltda. to Multimodal Participações Ltda. The equity accounting of these subsidiaries was proportionally calculated up to the selling date.

(In thousands of reais)

c) Subsidiaries with Negative Shareholders' Equity

Related to those subsidiaries that present negative shareholders' equity the respective provision was recorded, which is being presented in the Long-term Liabilities group in the balance sheet and it was estimated as follows:

	Subsidiaries		Parent Company			
			Reversal of (provision for) unsecured liabilities		Provision for unsecured liabilities	
	Unsecured Liabilities	Income for the Year	9/30/09	9/30/08	9/30/09	6/30/09
Direct Subsidiaries						
ALL Participações	(6,883)	(2,048)	(2,048)	(11,672)	6,883	6,972
Santa Fé	(10,319)	(6,686)	(6,148)		10,318	8,264
			(8,196)	(11,672)	17,201	15,236

d) Investment losses

Investee	Loss/Gain
Santa Fé	(4,108)
ALL Malha Norte	(24)
ALL Malha Paulista	(5)
	(4,137)

On April 30, 2009, Santa Fé Vagões S.A. transferred 50,000 common shares and 69,996 preferred shares held by Milenium Investimentos Ltda to ALL – América Latina Logística S.A. This transfer increased the interest of ALL – América Latina Logística S.A. from 39.99% to 100.00%. Due to the investee's unsecured liabilities, the Company recognized investment losses of R$4,108.

In the consolidated balance sheet, investments breakdown as follows:

	Consolidated	
	Book value of investments	
	9/30/09	6/30/09
Appraised by the equity accounting method		
Rhall Terminais	1,615	1,633
TGG	4,337	4,709
	5,952	6,342

(In thousands of reais)

13 Intangible Assets – Consolidated

		9/30/09			6/30/09	% Annual
		Cost	**Accumulated Amortization**	**Net**	**Net**	**average amortization**
Goodwill in investment acquisition						
ALL Argentina	(i)	45,830	(27,876)	17,954	20,367	6.81%
ALL Malha Oeste	(i)	132,426	(7,696)	124,730	125,902	2.57%
ALL Malha Paulista	(i)	50,888	(1,380)	49,508	49,758	1.03%
Multimodal Participações	(i)	2,384,287	(24,816)	2,359,471	2,363,748	0.43%
Logispar	(ii)	122,283	(21,793)	100,490	102,306	5.94%
Santa Fé	(i)	462	(150)	312	325	10.00%
		2,736,176	(83,711)	2,652,465	2,662,406	
Application Systems – software		67,246	(17,733)	49,513	46,991	20.00%
Trademarks and Patents		143	-	143	137	Undefined
		2,803,565	(101,444)	2,702,121	2,709,534	

(i) Goodwill in investment acquisition is based on the expectation of future profitability, amortized by the realization curve within concession terms.

(ii) ALL Argentina: goodwill in ALL Argentina is based on the future profitability at the time the shares of ALL Central and ALL Mesopotámica were acquired on May 26, 1999, and has been amortized on a straight-line basis over the concession period. The original amount recorded in Argentine pesos is P$67,657.

(In thousands of reais)

14 Fixed Assets – Consolidated

	9/30/09			6/30/09	
	Cost	Accumulated Depreciation	Net	Net	Annual average depreciation rates (%)
Improvements in third parties' assets					
Locomotives	805,270	(255,895)	549,375	532,926	4.49%
Railcars	420,205	(152,144)	268,061	266,879	15.00%
Track	1,275,105	(232,852)	1,042,253	993,291	8.50%
Other	150,954	(46,159)	104,795	108,688	10.00%
	2,651,534	(687,050)	1,964,484	1,901,784	
Own fixed assets in use					
Track	1,019,380	(123,003)	896,377	897,528	3.33%
Locomotives	579,140	(128,370)	450,770	532,639	4.49%
Railcars	334,404	(87,136)	247,268	247,643	10.00%
Assets in use supplies	79,023	-	79,023	77,592	
Land	19,921	-	19,921	19,921	
Buildings	60,226	(19,599)	40,627	41,158	3.50%
Furniture and fixtures	12,385	(9,752)	2,633	2,771	15.00%
Road vehicles	48,492	(28,470)	20,022	21,054	15.00%
Data processing equipment	50,571	(47,019)	3,552	5,052	20.00%
Telecommunications and signaling equipment	49,528	(31,182)	18,346	19,234	10.00%
Equipment for track maintenance and rail transportation	119,928	(26,922)	93,006	96,914	11.00%
Aircraft	10,089	(1,860)	8,229	9,212	10.00%
Machinery and equipment	3,747	(1,555)	2,192	2,297	10.00%
Other	94,814	(36,606)	58,208	59,532	Diversas
	2,481,648	(541,474)	1,940,174	2,032,547	
Leasing					
Locomotives	198,722	(13,547)	185,175	96,475	4.49%
Railcars	791,034	(82,586)	708,448	736,684	10.00%
Trucks	3,146	(505)	2,641	2,810	10.00%
Civil Work	17,300	(786)	16,514	16,907	9.09%
Equipment	16,596	(830)	15,766	16,181	10.00%
	1,026,798	(98,254)	928,544	869,057	
Fixed assets under construction					
Locomotive	53,952	-	53,952	64,966	
Railcars	51,664	-	51,664	32,265	
Tracks	110,882	-	110,882	79,403	
Road Vehicles	58	-	58	-	
Other	60,865	-	60,865	20,929	
	277,421	-	277,421	197,563	
	6,437,401	(1,326,778)	5,110,623	5,000,951	

During the year ended September 30, 2009, the amount of R$14,598 (R$19,850 on September 30, 2008) as accounts of fixed assets in course were capitalized, related to financial charges created by loans that financed such fixed assets.

As described in note 18.1, financial leasing was classified under fixed assets and has been, in a consistent manner, depreciated according to criteria applicable to other fixed assets.

(In thousands of reais)

15 Deferred charges - Consolidated

The Company and its subsidiaries opted to hold pre-operating expenses under Deferred Assets until its full amortization.

		9/30/09			6/30/09	Annual average
		Cost	Accumulated Amortization	Net	Net	depreciation rates (%)
Pre-operating expenses						
ALL Central	(i)	10,470	(4,372)	6,098	6,895	3.38
ALL Malha Norte	(ii)	645,296	(462,724)	182,572	183,209	4
ALL Mesopotámica	(i)	2,196	(792)	1,404	1,588	3.38
ALL Malha Sul	(iii)	24,736	(7,617)	17,119	17,365	4
PGT		160	(61)	99	110	20
Santa Fé		174	59	233	247	3.5
		683,032	(475,507)	207,525	209,414	

(i) Pre-operating expenses refer to disbursements in the Argentine rail companies ALL Central and ALL Mesopotámica in connection with feasibility studies for the concession acquisition, which are amortized over the remaining concession period.

(ii) The pre-operating expenses of the indirect subsidiary ALL Malha Norte refer to the implementation of expenditures incurred in its pre-operational phase since 1988, net of financial expenses and income. The expenditures come from Phase I, comprising the segment of 403 km between the road rail bridge on Paraná River and Alto Taquari (Mato Grosso state), ended in March 2001 and expenditures coming from Phase II, which comprise the segment 1, of 96 Km between Alto Taquari (Mato Grosso state) and Alto Araguaia (Mato Grosso state), ended in March 2003. Such expenses have been amortized on the straight-line basis, by the remaining term of the concession.

(iii) The subsidiary ALL Malha Sul adopts as a basic criterion to amortize concession and lease expenses on the straight-line basis over the remaining term of the agreement.

(In thousands of reais)

16 Loans and Financing

	Annual charges	Effective rate	Maturity	9/30/09	6/30/09
Parent Company					
In domestic currency					
Commercial banks	107% of CDI	9.54%	July 2015	202,744	209,163
BNDES Investments	TJLP+1.8%	7.96%	Quarterly/Monthly up to June 2017	62,792	62,777
In foreign currency (exchange variation linked to US$, with swap to CDI)					
Swap operations				(1,865)	(1,774)
Total parent company				**263,671**	**270,166**
Subsidiaries					
In domestic currency					
ALL Malha Sul				**1,229,937**	**1,290,555**
CCB	108% of CDI	9.80%	July 2010	111,751	121,993
	CDI + 1.25%	10.39%	September 2015	335,270	326,831
	CDI + 1.23%	10.33%	October 2014	93,376	91,109
Investments					
BNDES	TJLP + 5,25%	11.25%	Quarterly/Monthly until April 2010	12,211	17,444
	Umbndes + 6,63%	0.00%	Quarterly/Monthly until September 2009		48,076
	TJLP + 2,5%	8.60%	Quarterly/Monthly until June 2017	271,244	272,344
	TJLP + 1,5%	7.50%	Quarterly/Monthly until June 2022	8,049	8,049
	TJLP + 1,8%	7.80%	Quarterly/Monthly until June 2017	137,978	137,977
NCC	105.9% of CDI	9.71%	July 2015	59,974	61,659
	107.0 of CDI	9.70%	March 2013	198,622	203,561
FINAME	TJLP + 3.75%	9.75%	January 2017	1,462	1,512
ALL Intermodal				**26,297**	**29,122**
BNDES Investments FINAME	TJLP + 3.6%	9.60%	Quarterly/Annually until December 2013	26,297	29,122
Nova Brasil Ferrovias				**132,500**	**132,496**
Commercial banks	IGP-M	IGPM	January 2023	18,876	12,423
BNDES Investments	TJLP + 2.5%	8.64%	October 2017	108,676	115,129
	TJLP + 1.5%	7.95%	October 2022	4,948	4,944
ALL Malha Paulista				**259,705**	**130,080**
BNDES Investments	TJLP + 1.5% p.a.	7.50%	Quarterly/Annually until March 2018	36,414	36,456
	TJLP + 4.5%	7.50%	Quarterly/Monthly until January 2018	92,005	88,254
	TJLP + 1.4%	7.46%	Quarterly/Monthly until June 2020	126,535	
	Umbndes + 6%	12.00%	Quarterly/Annually until January 2013	1,440	1,676
	Umbndes + 5%	11.00%	Quarterly/Monthly until January 2018	3,311	3,694
ALL Malha Norte				**806,881**	**843,581**
BNDES Investments	TJLP + 1.5% p.a.	7.75%	Quarterly/Annually until September 2016	107,283	111,113
	TJLP + 1.5%	7.50%	Quarterly/Monthly until December 2014	488,980	512,263
	TJLP + 3%	9.00%	Quarterly/Annually until January 2016	199,342	207,210
Leasing	CDI + 1.5%	10.38%	March 2011	11,276	12,995

(In thousands of reais)

Continued

	Annual charges	Effective rate	Maturity	9/30/09	6/30/09
ALL Malha Oeste				**36,530**	
BNDES Investments	TJLP + 1.4%	7.61%	Quarterly/Monthly until June 2020	36,530	
Terminal XXXIX				**2,873**	**3,202**
BNDES Investments	TJLP + 6%	12.25%	Quarterly/Annually until December 2010	2,873	3,202
Santa Fé Vagões				**8,739**	**12,169**
Commercial banks				8,739	12,169
Swap operations				**35,525**	**49,152**
ALL Malha Sul				21,860	14,687
ALL Malha Norte				27,716	29,967
ALL Intermodal				2,858	4,498
ALL Malha Paulista				(16,909)	
In foreign currency (exchange variation linked to Argentine Peso - P$)					
ALL Argentina				**79,581**	**81,706**
Commercial Banks					
Mortagage - Debt 4	21.58%	21.58%	January 2010	18,646	12,435
Itaú Argentina - Debt 6	13.5%+VC	13,5%+VC	December 2009	7,073	6,849
Working capital	29.00%	29.00%	May 2011	44,058	47,425
	21.00%	21.00%	October 2009	9,804	14,997
In foreign currency (exchange variation linked to US$)					
Boswells					**3,919**
CG					3,919
Total subsidiaries				**2,618,568**	**2,575,982**
Total consolidated				**2,882,239**	**2,846,148**
Portion in current liabilities				(467,302)	(400,150)
Portion in long-term liabilities				2,414,937	2,445,998

Breakdown by maturity year of long-term liabilities:

	30/09/09
2010	43,704
2011	278,926
2012	288,537
2013	631,182
2014	537,299
As of 2015	635,289
Total	2,414,937

Abbreviations:

BNDES	–	Brazilian Development Bank
CCB	–	Banking Deposit Certificate
CDI	–	Interbank Deposit Certificate
FINAME	–	Financing Fund to Acquire Machines and Industrial Equipment
LIBOR	–	London Interbank Rate
TJLP	–	Long-Term Interest Rate
IFC	–	International Finance Corporation
NCC	–	Commercial Credit Note

Loans, financing and debenture balances are stated at their net value, i.e., recognized as transactions initial expenses.

Loans and financings are guaranteed by letters of guarantee and promissory notes for the total financed amount considering the same agreed terms and conditions, except in the case of the financing of locomotives and wagons, which guarantee the financing.

The financing agreements with BNDES are guaranteed pursuant to each contract, by bank surety, with a cost between 1.0% and 2.5% p.a. or by real guarantees (assets) and an escrow account.

When the Company contracts foreign currency financing or guarantees in Brazil, there are swaps protecting the Brazilian real against the US dollar, the cost in translated into a CDI percentage, according to market conditions.

The loans obtained from BNDES, as shown above, allocated to investments, are subject to the compliance with certain financial liquidity ratios related to the net debt and financial results.

For the subsidiaries of Multimodal Participações Ltda, in guarantees of loans and financings the following items were granted:

(i) Pledge of the total shares issued of ALL Malha Norte held by the parent company Multimodal Participações Ltda.

(ii) Pledge of revenue on the product of the fee collection for the provision of the rail transportation services resulting from the work project of ALL Malha Norte.

(iii) Linkage of the revenue of service agreements.

(iv) Promissory notes.

(In thousands of reais)

Some agreements have restrictive covenants establishing financial limits quarterly determined in each publication of the consolidated Quarterly Information of the issuer as follows:

The index corresponds to the ratio of the Net Debt by the consolidated EBITDA of the last 12 months, in the maximum limit of:

Year	2008	2009	2010	2011	2012
Consolidated net debt/consolidated EBITDA	3.0	2.5	2.5	2.5	2.5

Minimum limit for the index corresponding to the division of the consolidated EBITDA of the last 4 (four) quarters of the Issuer by its consolidated net financial expense. For purposes of financial income determination, in this covenant only interest on debentures, loans/financings, hedge operations and exchange rate variation of subsidiary abroad "ALL Argentina" are considered as follows:

Year	2008	2009	2010	2011	2012
Consolidated EBITDA/financial income	1.75	2.00	2.00	2.00	2.00

The Company is following all the aforementioned indexes.

17 Debentures

The issuance of the debentures from the parent company and its subsidiaries present the following balances:

						9/30/09		6/30/09	
Tranche	Date	Amount	Final Maturity	Annual Yield	Effective Rate	Current Liabilities	Long-term Liabilities	Current Liabilities	Long-term Liabilities
Parent Company									
4th issue	10/1/04	135,000	10/1/09	110% of CDI	9.85%	141,805		138,475	
5th issue	9/1/05	200,000	9/1/12	CDI + 1.50%	10.55%	1,852	199,261	7,978	199,446
6th issue	7/1/06	700,000	7/1/11	DCI + 1.50%	10.63%	16,318	699,282	40,510	698,612
						159,975	898,543	186,963	898,058
Direct Parent Company									
ALL Malha Sul									
3rd issue	9/8/08	166,666	7/31/18	108% of CDI	10.11%	2,999	162,256	8,352	162,116
Indirect Subsidiaries									
ALL Malha Norte									
1st issue	7/1/97	100,000	6/30/16	TJLP + 1.5%	7.50%	4,625	248,890	8,947	248,884
2nd issue	4/10/00	60,000	5/1/15	TJLP + 4%	10.00%	9,525	47,627	9,291	51,101
3rd issue	1/14/02	40,000	5/4/15	TJLP + 4%	10.00%	6,107	30,533	5,956	32,759
5th issue	12/3/03	60,000	12/3/09	CDI + 1.50%	10.38%	8,004		7,803	
6th issue	9/8/08	166,666	7/31/18	108% of CDI	10.11%	1,936	162,256	7,023	162,116
Debenture Premiums	7/1/97	100,000	6/30/16	TJLP + 1.5% and % RL			91,487		83,178
						30,197	580,793	39,020	578,038
ALL Malha Paulista									
1st issue	9/10/08	166,666	7/31/18	108% of CDI	10.11%	1,936	162,256	7,023	162,116
Consolidated						195,107	1,803,848	241,358	1,800,328

(In thousands of reais)

18 Leasing - Consolidated

18.1 Financial Leasing

The Company and its subsidiaries have lease agreements, mainly railcars and locomotives that, in the Management's opinion, are considered financial leasing:

To comply with the new registry requirements of this kind of transactions, the Company and its subsidiaries merged to the fixed assets the rights that have as purpose the assets aimed at the maintenance of the entity's activities, or that are exercised with this purpose, including those deriving from transactions that transfer to the entity the benefits, risks and control of these assets, regardless their ownership.

On September 30, 2009 and June 30, 2009, balance of liabilities related to financial leasing contracts is:

	9/30/09		6/30/09	
Assets	**Current Liabilities**	**Long-term Liabilities**	**Current Liabilities**	**Long-term Liabilities**
ALL Malha Sul				
Rail Cars	72,017	398,909	72,017	416,852
ALL Malha Norte				
Locomotives and rail cars	60,217	426,419	60,343	308,984
ALL Malha Paulista				
Locomotives	11,030	122,553	11,031	121,689
	143,264	947,881	143,391	847,525

The incurred financial charges in the year were accounted for as financial expense. There were no initial costs to be capitalized, as well a contingent payments and subleases.

18.2 Operating Leasing

Payment of operating leasing (rentals) installments was recognized as expenses on a straight-line basis corresponding to the term of the respective contracts. These are vehicle rental contracts, application systems (software), railcars and properties. The Company and its subsidiaries do not have any contingent payment or sublease of the contracts executed.

(In thousands of reais)

19 Leasing and Concession - Liabilities

As mentioned in note 8, the Company and its subsidiaries record their Concession and Leasing agreements liabilities on a straight-line basis by their maturity. Such liabilities were written-off upon their payment. The long-term amounts refer to amounts not paid due to discussions regarding the contract conditions and/or installments allocated during their grace period.

	9/30/09		6/30/09	
	Current Liabilities	**Long-term Liabilities**	**Current Liabilities**	**Long-term Liabilities**
Leasing				
ALL Malha Sul	10,928	36,862	10,978	37,862
ALL Argentina	12,263		12,508	
ALL Malha Paulista		486,298		477,173
ALL Malha Oeste		362,021		349,477
Concession				
ALL Malha Sul	589	2,165	591	2,218
ALL Malha Paulista		25,595		25,114
ALL Malha Oeste		19,054		18,393
	23,780	931,995	24,077	910,237

ALL Malha Sul - Lease and concession amounts of the subsidiary ALL Malha Sul are appropriated on a straight-line basis under liabilities and results over the period of the respective agreements, accrued of IGP-DI variation and interest at agreed rates. Amounts relating to the grace period (1997 to 1999) have been restated and paid over the remaining concession period.

ALL Malha Paulista - On August 29, 2005, a partial spin-off between ALL – Malha Paulista and Ferrovia Centro Atlântica S.A. (FCA) was carried out, and FCA started being responsible for 35.6% of the total concession and lease amounts.

The indirect subsidiary ALL Malha Paulista cancelled the payment of the amounts related to the lease agreement to RFFSA - in settlement, judicially protected, by an injunction granted on April 7, 2005 and subsequently postponed on July 8, 2005. On September 28, 2005, these injunctions were cancelled by judicial decision pronounced by the Federal Regional Court (TRF) of Rio de Janeiro, becoming not extendable, thus, that ALL Malha Paulista made the judicial deposit of the outstanding lease amounts, as a way to guarantee the Court and ensure the continuity of the judicial discussion, as well as the regularity and payment of its concession before ANTT and before the National Treasury Secretariat (STN). The payments started being made by means of judicial deposits at the amount of the debt.

Considering that ALL Malha Norte depends on ALL Malha Paulista's lines, to the continuity of its transportation operations, started in the states of Mato Grosso and Mato Grosso do Sul and ended in Santos (São Paulo state). ALL Malha Norte entered with ALL Malha Paulista, on January 10, 2006, into a Private Instrument of Guarantee Agreement, by which it made the judicial deposit in favor of ALL Malha Paulista, in the amount of R$115,569 (R$115,464 on June 30, 2009).

On November 29, 2007, upon judicial authorization, the court deposits were replaced by banking surety. Thus the subsequent quarterly installments were guaranteed by means of the contracting of new banking sureties.

ALL Malha Norte - On May 19, 1989, the indirect subsidiary ALL Malha Norte entered with the Federal Government into a Concession Agreement for the establishment of a cargo rail transportation system, comprising the construction, operation, exploration and conservation of a railroad between Cuiabá (Mato Grosso state) and: a) Uberaba/Uberlândia (Minas Gerais state), b) Santa Fé do Sul (São Paulo State), c) Porto Velho (Rondônia state) and d) Santarém (Pará state). The term of this concession lasts 90 years, renewable for the same period and 10 years may be granted before the end of the contractual term.

The Agreement does not provide for payment obligations on the account of the Concession, however, it sets forth certain responsibilities on the account of the Company, such as: a) not to make sub-concession, b) to submit to the permanent inspection of the Federal Government, c) compliance with rules, technical specifications and national standards of the Ministry of Transportation and d) to comply with all the legal provisions applicable to the granted services, especially those related to environment protection.

The concession extinguishment and the consequent termination of the Concession Agreement may take place due to the following factors: a) amicable covenant of the parties, preceded by negotiations and financial adjustments due by one party to another; b) end of the contractual term; c) expropriation or redemption, by public interest in connection with the Concession, by means of the proper indemnification; d) annulment for illegality of the Concession or agreement; e) severe and continued infractions made by one of the parties, which cause damages to the quality and efficiency of the services; and f) by expropriation by the Federal Government of the granted services or by a Law that makes the agreement, formally or materially, impossible. In the event of expropriation the Company's shareholders will be indemnified by the fair value of the assets linked to the concession, determined at the time of the expropriation.

ALL Malha Oeste - Due to a judicial discussion, this indirect subsidiary cancelled the concession and lease payment.

The indirect subsidiary acquired Financial Treasury Bills (LFTs) as collateral for Grant and leasing values due to RFFSA (Rede Ferroviária Federal S.A.) – overdue and to the Union, resulting from the court plead related to the economic distress process of ALL Malha Oeste, which is under litigation.

In March 2008, the Company was authorized to release applications LFTs, replacing them by bank guarantees at the amount of R$264,210. LTFs redemption took place in May 2008. For future installments, the guarantee is complemented at the maturity of each installment.

(In thousands of reais)

The Company's Management amended the accounting estimate used to appreciate the liabilities. Represented by legal opinions from the quarter ended June 30, 2008, it restates the balance by SELIC, index which restates the guarantee letters that assure the liabilities. This amendment resulted a reversal of approximately R$54,000 in 2008.

20 Court Deposits and Provision for Contingencies - Consolidated

			Contingencies			
	Court Deposits		Probable		Possible and remote	
	9/30/09	6/30/09	9/30/09	6/30/09	9/30/09	6/30/09
Labor claims						
In Brazil	156,631	142,472	151,468	171,688	1,024,442	917,397
Civil, regulatory and environmental claims						
In Brazil	128,286	134,153	23,003	23,003	398,218	398,444
In Argentina			6,347	6,987		
Tax claims						
In Brazil	3,953	4,968	29,428	46,007	217,316	217,316
	288,870	281,593	210,246	247,685	1,639,976	1,533,157

The subsidiaries are involved in various proceedings incurred in the normal course of their businesses. The Company's management believes that the solution of such issues shall not produce an effect significantly different from the amount provisioned, which corresponds to the amounts of lawsuits considered "probable losses".

a) Labor contingencies

The subsidiaries discuss several labor claims, and on September 30, 2009 the Company recorded a provision of R$151,468 (R$171,688 on June 30, 2009), in the consolidated, to deal with those cases in which its attorneys deem as probable losses. The provisioned amount reduction, in relation to previous quarter, was basically due to Agreements executed by the Company during the period.

From the lawsuits in progress, major claims refer to overtime, recognition of nonstop work shift, standby hours, salary differences, differences in FGTS 40% fine deriving from understated inflation, risk premium, health hazard allowance, allowance for relocation, differences of variable compensation, additional payment of retirement and others, severance pay differences, differences in program of voluntary dismissals, parity of benefits granted in specific collective bargaining agreements of subsidiaries, among others.

b) Civil, regulatory and environmental contingencies

The subsidiaries are parties to various civil lawsuits involving petitions, action for damages in general: such as collisions in level crossings, rail running over, traffic accident, possessory actions in general, execution suit of extrajudicial bonds and others. Based on the opinion of its legal advisers and the courts standing, they keep records for the probable losses at the amount of R$29,350 (R$29,990 on June 30, 2009).

Currently, both ALL Malha Paulista and ALL Malha Oeste question in court the economic and financial unbalance of the Lease and Concession Agreements. In July 2000, ALL Malha Paulista filed a Declaratory Action in the 20th Federal District Court of Rio de Janeiro questioning the economic and financial unbalance of the Lease and Concession Agreements, due to the high disbursement incurred by the Company for the payment of labor judicial proceedings and other expenses involved.

ALL Malha Paulista required an expert inspection for determination of the new value of the lease and concession installments, as well as discontinuance of the payment of due and falling due installments until the effective expert inspection for determination of the adequate value. In July 2005, the injunction was granted, but in September 2005, it was reversed by the Regional Federal Court of Rio de Janeiro. The proceeding still has no judgment and awaits the conclusion of expert report and its presentation. The value related to the lease installments was being deposited in court until September 2007, when the Company obtained a judicial authorization to replace the judicial deposits for a banking guarantee letter. On September 30, 2009, R$115,569 (R$115,460 on June 30, 2009) remained deposited.

The aforementioned situation is also applicable to ALL Malha Oeste; however, its proceeding is in progress in the 16th Federal District Court of Rio de Janeiro. The amount related to the due installments of ALL Malha Oeste is posting bond through the issue of government bonds (Treasury Financial Bills – LFT). The referred LFT's are recorded under long-term investments. In March 2008, the Company was authorized to replace the collateral by bank guarantee and, in May 2008, the Company redeemed such investment.

The liabilities related to concession agreements are recorded in the lease and concession account, as disclosed in Note 19.

Considering the notices of infraction with imposition of fine penalty, the environmental contingencies of ALL Malha Sul totaled R$1,916; of ALL Malha Paulista, R$651; of ALL Malha Norte, of R$2,222, of ALL Malha Oeste, of R$2,202; those of Portofer R$31; of ALL Intermodal R$9, and those of ALL S.A. (parent company) R$93, totaling R$7,124.

Such values result from notices from FEPAM (Rio Grande do Sul state), IAP (Paraná state), CETESB (São Paulo state), IBAMA, and Municipal Offices for Environment in great majority due to the contamination of the soil and water due to the overflow of products and non-compliance with the conditions imposed by such operating license. In all cases, measures are being adopted to reduce the existing liabilities, as well as adopting all amend and prevention measures related to the environment. The environmental area provision is accounted for along with the civil provision of concessionaires.

c) Tax contingencies

Main tax issues under discussion are those derived from lawsuits having as plaintiff or defendant ALL Group and to which chances of losses are deemed as possible or remote. Therefore, no provision was made for such issues. For those considered as probable losses, a provision at the amount of R$29,428 (R$46,007 on June 30, 2009) was recorded.

The State Treasury Department of São Paulo drawn up notices of infractions against ALL Malha Sul, current amounts of which total approximately R$37,000, due to non-payment of ICMS referring to the rendering of goods freight transportation services destined to exports and use of ICMS credits supposedly not authorized by law.

This subject was purpose of notice in ALL Malha Oeste, at the approximate amount of R$10,000. Both the notices of infractions drawn up against ALL Malha Sul (3029191-4 and 3080034-1) as well against ALL Malha Oeste (3080732-3 and 3069577-6), are being under administrative discussion in the São Paulo State, and pending a final decision, and the chance of success of the companies is probable.

ALL Malha Norte filed an Action for Annulment of tax debit, taking into consideration that the company was sued for not paying ICSM on the transportation of goods destined abroad, considering the amount involved of R$9,800 thousand. In 2007, ALL Malha Norte obtained a judicial decision in the first court canceling the notice of infraction and declaring that ICSM is not due in the transportation of merchandise for export, upon delivery in the ports. The risk of loss is classified as remote.

The City Hall of Guarujá – SP drawn up notices of infraction against Portofer, at the amount of R$2,038, requiring ISS on supposed intermunicipal transportation services carried out by Portofer within Port of Santos. As Portofer is a special purpose entity in which there is not provision of services, only apportionment of expenses, the Company understands that the notices of infraction are undue and filed a Writ of Mandamus aiming at its cancellation. Portofer has already obtained a favorable judgment and currently the proceeding awaits judgment of appeal proposed by the contrary party. The risk of loss is considered possible.

(In thousands of reais)

21 Related-party transactions

Companies considered related parties are disclosed in note 4.

	Parent Company							
	Long-term Assets		Long-term Liabilities		Revenue		Expenses/Costs	
	9/30/09	6/30/09	9/30/09	6/30/09	9/30/09	9/30/08	9/30/09	9/30/08
Subsidiaries								
ALL Argentina	574	85	5,344	4,979				
ALL Armazéns Gerais			57,054	50,422				
ALL Centro-Oeste			1,898	1,913				
ALL Equipamentos			2,866	835	26,156		6	
ALL Intermodal	7			5,842				
ALL Malha Norte		88	135,242					
ALL Malha Oeste	75,117	14,674						
ALL Malha Paulista	277,256	236,845			20,415	8,217		
ALL Malha Sul	388,560	173,526			10,451	11,676	422,679	33,260
ALL Overseas	186	5,773						
ALL Rail Tec		271						
ALL Tecnologia			2,887	2,628	622		375	
Multimodal Participações	190	45						
Nova Brasil Ferrovias			17,198	17,198				
Associated companies								
PGT			79	79				
Portofer	14,541	10,214						
Shared control								
Santa Fé	6,800	7,936						
	763,231	449,457	222,568	83,896	57,644	19,893	423,060	33,260

a) Credits and Debits with associated companies

Associated companies transactions derive from rentals of terminals, rolling stock (locomotives and rail cars), machinery and equipment, storages, freight sharing, right-of-way and also funds.

The Company held investment in debentures with ALL Malha Sul until December 2008; and holds with the wholly-owned subsidiary Multimodal Participações Ltda., as described in note 11. The financial income from these investments in the period ended September 30, 2009 was R$10,451 (R$33,260 on September 30, 2008).

b) Terms and conditions for related-party transactions.

Outstanding balances in the end of the period are interests free and the settlement occurs in cash or through the realization of restructuring of accounts.

There are some guarantees granted or received between related-parties, debtor or creditor, namely:

(In thousands of reais)

	Secured						
	ALL S.A.	**ALL Malha Sul**	**ALL Intermodal**	**ALL Malha Paulista**	**ALL Malha Norte**	**Multimodal Participações**	**Total**
Guaranteeing							
ALL S.A. (parent company)							
Debentures		169,166		169,166	169,166		507,498
BNDES		430,583		95,316	795,605	114,479	1,435,983
CCB		791,922					791,922
Other			6,802		19,280		26,083
	-	1,391,671	6,802	264,482	984,052	114,479	2,761,486
ALL Malha Sul							
Debentures	1,061,114						1,061,114
ALL Intermodal							
CCB		338,781					338,781
	1,061,114	338,781	-	-	-	-	1,399,896
Total	2,122,228	1,730,453	6,802	264,482	984,052	114,479	5,222,496

In the period ended September 30, 2009, there was no contingency with accounts receivable related to debts with related-parties. This assessment is carried out on each fiscal year, considering the financial position of the related-parties and the operation market of each of them.

22 Provision for Unrealized Profit

On December 31, 2001, the parent company sold to the subsidiary ALL Malha Sul the right to use the segments from Presidente Epitácio to Rubião Junior and from Pinhalzinho/Apiaí to Iperó at the market value of R$22,387, supported by an appraisal report prepared by independent experts as of that date. On December 31, 2001, the parent company established a provision of R$19,312 for unrealized profit from this operation, recorded in long-term liabilities. Up to September 30, 2009 the amount of R$5,765 (R$5,579 up to June 30, 2009) was realized.

23 Advances on Real Estate Credits

The Company and the subsidiary ALL Malha Norte executed agreements assigning credits from the lease of terminals, whose balances are:

	9/30/09		6/30/09	
	Curret Liabilities	**Long-term Liabilities**	**Current Liabilities**	**Long-term Liabilities**
ALL S.A. (parent company)	14,420	106,946	14,420	110,551
ALL Malha Norte	49,413	403,888	49,413	416,242
	63,833	510,834	63,833	526,793

ALL S.A.: An agreement assigning credits resulting from rental of Terminal Intermodal de Tatuí (Tatuí Intermodal Terminal). CIBRASEC, on its turn, issued Real Estate Receivables Certificates (CRIs), which bear compensatory interest of 12.38% per annum, from the issue date up to the date of maturity of each CRI. The terms and maturity dates are fixed; the first CRI matured in March 2009, and the last one matures in 2018. The operation's financial charges are being apportioned monthly to income.

(In thousands of reais)

ALL Malha Norte: An agreement executed with CIBRASEC – Brazilian Securitization Company –assigning credits deriving from the lease of Alto Araguaia Terminal– Mato Grosso state. CISBRASEC, on its turn, issued Real Estate Receivable Certificates (CRIs) which will bear compensatory interests based on CDI+1.5% p.a., as of the issue date up to the maturity date of each CRI. The terms and maturity dates are fixed, and the first one matures in November 2009 and the last one will mature in 2018. Financial charges of the operation are monthly appropriated to income.

24 Deferred Income

	9/30/09		6/30/09	
	Current liabilities	**Non-current liabilities**	**Current liabilities**	**Non-current liabilities**
Subsidiaries				
ALL Intermodal	34	514	34	521
ALL Malha Norte	1,242	10,249	1,242	10,560
ALL Malha Paulista	789	14,202	789	14,400
	2,065	24,965	2,065	25,481

ALL Intermodal: this refers to the deferred income originated in the capital stock payment by means of land granted under loan for use by ALL Intermodal to Rhall Terminais Ltda., appropriated on a straight-line basis over the remaining concession period.

ALL Malha Norte: it comes from the earned revenue on the sale of 28 locomotives, with subsequent celebration of a *lease back* agreement with Itaú Bank, for a 10-year term.

ALL Malha Paulista: this results from agreements entered into with communication companies, whose purpose is the assignment of the right of way of the track for the passage of optical fiber cables for the effectiveness period of the Concession Agreement of the Public Service of Cargo Rail Transportation (until 2028), appropriated on a straight-line basis to the result for the remaining term of the assignment of right.

25 Shareholders' Equity

a) Capital stock

The Company's subscribed and paid-up capital stock is represented as follows:

	9/30/09	6/30/09
Common	988,837,255	988,837,255
Preferred	1,895,340,320	1,895,340,320
	2,884,177,575	2,884,177,575

The Company's authorized capital is R$3,000,000.00 and the Board of Directors is the appropriate body to resolve on the Capital increase within the referred limit, and there are not other limitations or conditions to make the capital increase within the authorized capital limit.

All the Company's shareholders have a preemptive right, in equal conditions, to the subscription of new shares issued by the Company, except for the issuance of shares pursuant to paragraph 3 of Article 171 of Law 6,404/76.

On September 5, 2006 the split of the total shares issued by the Company was approved at a General Meeting so that each share started being represented by 10 shares of the same type.

b) Treasury Shares

The Board of Directors approved on March 2, 2007 the buyback of the Company's shares, traded on the São Paulo Stock Exchange, without decreasing the Capital Stock, in order to comply with the Company's obligations resulting from the stock option plans in the maximum amount of 1,100,000 Units, ratified by the Board of Directors on August 17, 2007 to 5,000,000 Units. With the end of the share buyback program mentioned above, the Company obtained an authorization to acquire more 5,000,000 Units, pursuant to the Board of Directors meeting of March 7, 2008.

22,081 units were used to settle stock options exercised in the period. The transfer was recorded at weighted average cost of shares held in treasury (R$18.1988), generating losses of R$319 to the Company, recorded at the Investment Reserve account.

On September 30, 2009 the Company had 3,747,965 Units held in Treasury, at the unit price of R$18.20.

c) Distribution of dividends and interest on own capital

Shareholders are assured a minimum mandatory dividend of 25% on the adjusted net income in accordance with Article 202 of Law 6,404/76.

As a result of commitments undertaken pursuant to financing agreements, the parent company may not distribute dividends in excess of the minimum mandatory ones up to 2011.

d) Profit reserve

Pursuant to Brazil's corporate law, the legal reserve is established at 5% of net income for the year, prior to any other appropriations, and shall not exceed 20% of capital stock.

The investment reserve is based on statutory provisions, which are supported with the Company's investment plan by means of uses and sources subject to the Board of Directors, and pursuant to Article 194 of Law 6,404/76, which determine that this reserve shall not exceed subscribed capital stock, at an amount not less than twenty-five percent (25%) and not exceeding seventy-five per cent (75%) of the net income for the year adjusted in accordance with Article 202 of Law 6,404/76, with a view to financing the expansion of the Company's and its subsidiaries' activities, also through the subscription of capital increases or the development of new ventures.

e) Advances for future capital increase

The amounts received as advances for future capital increase, resulting from contributions to the Stock Option Plan, described in Note 26, are presented in a Shareholders' Equity account.

f) Managers' compensation

In the minutes of the General Meeting held on April 28, 2009, the amount of R$432 was established as annual overall compensation for the members of the Fiscal Council, and as annual overall Managers' compensation the amount of up to R$25,000. These compensations are valid until the next Annual General Meeting.

g) Tax incentives– SUDAM

On September 26, 2007, ALL - América Latina Logística Malha Norte S/A filed with the Superintendence for the Development of the Amazon – SUDAM a lawsuit claiming the right to reduce the corporate income tax – IRPJ and non-refundable surcharges verified over the exploration income, since it is located in the area which comprises the Legal Amazon and its transportation sector considered as a priority for the regional development according to Item I, article 2 of Decree 4,212 of April 26, 2002.

The benefit was granted the Internal Revenue Service through Executive Declaratory Act 504 of November 28, 2008, after SUDAM having issued the report 135/2008, in which ALL – América Latina Logística Malha Norte S/A was granted the tax benefit of 75% reduction over IRPJ – Corporate Income Tax and non-refundable surcharges over the exploration income for a 10-year term, as of 2008 and expiring in 2017.

The legal basis for the recognition of the benefit was enacted by Provisional Measure 2,199-14 in its article 1, of August 24, 2001 and wording of Law 11,196 of November 21, 2005.In 2008 the effect of the 75% reduction over IRPJ and non-refundable surcharges calculated over the exploration income was R$2,434, accounted as write-down to Income Tax and Social Contribution expenses according to CPC 07 of the Accounting Pronouncements Committee approved by CVM Resolution 555 of November 12, 2008.

26 Stock Option Plan

Expenses from services received from employees in the periods, arising from share-based payments to be settled upon the delivery of equity instruments were R$13,219 up to this quarter of 2009 and R$14,822 in the same period of 2008.

<u>Description of the share-based payment plan:</u>

At an Extraordinary General Meeting held on April 1, 1999, the shareholders approved the Company's Stock Option Plan ("Plan"), targeted at managers, employees and service providers of the Company ("Beneficiaries"). The Plan provides for general parameters among which we highlight:

The Plan is managed by the Board of Directors, or at its discretion, by a Committee made up for this purpose ("Committee"). It is incumbent upon the management body of the Plan, periodically, to create stock option programs, establishing, within the qualified individuals, those to whom options will be granted and the specific applicable rules, considering the general rules of the Plan ("Program").

(In thousands of reais)

The volume of stock options is limited to 8% of the shares representing the Company's capital stock existing on the date of approval of each Program.

The Programs may comprise two groups of Beneficiaries, with different types of agreement, referred herein as "Agreement A" (equal for all programs) and "Agreement B" (included as from the 2006 Program).

In "Agreement A", the Beneficiary must pay 10% of the share amount, at the moment of the execution of the agreement, as a condition to acquire, therefore, the right to make every year contributions for the acquisition of 18% of the total number of shares, so at the end of the 5th year, the Beneficiary will have incorporated to his/her assets the right to make contributions for the acquisition of 100% of shares. The contribution amount (option price) is restated by the IGP-M variation.

Agreement B is different from Agreement A mainly in the following aspect:

(i) acquisition of the right to make the contributions for the acquisition of shares changes from 10% on the grant date and 18% in the following years, as in the Agreement A, to 10% on the grant date, 5% in the first year, 10% in the second, 15% in the third, 25% in the fourth and 35% in the fifth and last year. In case the Beneficiary of the Agreement B withdraws from the Company without cause, the Committee may, at its discretion, change the acquisition schedule of the right to make contributions for the acquisition of shares, to 18% per year, such as the schedule of the Agreement A.

The call price is defined by the Committee based on the stock market price. The options granted have a limitation period of ten years as of the vesting right date.

The Plan neither provides for the assumption of settlement of options in cash, nor there is history of such practice by the Company, so that the options fair value is estimated on the grant date, by means of the be Black & Scholes option pricing model, considering the relevant terms and conditions in which the options were granted.

<u>Transactions in the period:</u>

The chart below shows the number and weighted average of strike price (MPPE) of the stock options and respective transactions during the period:

	9M09	
	Amount	MPE
Initial Balance	75,028,560	2.56
Options granted during the period	6,850,805	2.20
Options lost during the period	(13,500,002)	4.60
Options exercised during the period (1)	(5,118,700)	0.91
Final Balance	63,260,663	2.22

(In thousands of reais)

[1] The weighted average price of shares on the options' exercise date was R$2.29 during the first nine months of 2009.

The weighted average of remaining contractual term of options to be exercised at the end of the year is 8.0 years during the first nine months of 2009.The call price has a maximum and a minimum amount of R$2.74 and R$0.75 on September 30, 2009.

On August 3, 2009, the Committee cancelled both 2007 and 2008 Programs, swapping the options which had not been exercised by the Beneficiaries from these plans to a new 2009 Program, in a ratio of 9 to 5. Thus, for each 9 options of the cancelled tranches (2007 and 2008 Programs) the Beneficiaries who had been affected received 5 options of the same type and class in the scope of the 2009 Program, originated on the same date, with the following features: (i) number of shares: 6,850,805 shares, from which 1.350.000 are common and 5,400,000 are preferred shares, (ii) price per share: R$ 2.20, equivalent to R$11.00 per Unit, (iii) acquiring the right to purchase shares restarts from zero (the terms related to the 2007 and 2008 Programs are not taken into consideration) and (iii) 5-year period for acquiring the right to make contributions for purchasing shares, 20% p.a.

The grant of the 2009 Program was recognized by the Company as a replacement of the canceled programs, and should be treated as an amendment. After calculations were done, the Company concluded that the change did not incurred in additional fair value, thus it still accounts services received measured by the fair value of the Programs on the grant date. The additional fair value is the difference between the fair value of the 2009 Program and those of the 2008 and 2007 Programs, on the grant date of the new replacement instruments.

The Company accounts for the contributions, based on the individual controls of each beneficiary, as advance for future capital increase, composing the shareholders' equity and after the deliberation of issue of new shares at a General Meeting, the amount is recorded as capital stock. Should the Company chose to have treasury shares, the advance is against the average share acquisition cost. For the specific case of contributions of 30% made for the acquisitions of options, the Company accounts for the capital increase as from the second reference date, in compliance with Law 6,404/76.

The chart below shows the assumptions included in the model used to estimate the additional fair value, upon the grant of the 2009 Program's options:

	2007	**2008**	**2009**
Expected volatility (%)	36%	38%	36.4%
Risk-free interest rate (%)	6% + IGPM	6% + IGPM	6% + IGPM
Life term expected for the option (years)	10	10	5
Weighted average price of the options	21.00	20.00	11.00
Pricing model used	Black & Scholes	Black & Scholes	Black & Scholes

The expected life term of options is based on historical data and it is not necessarily an indicator of the exercise standard that must occur. The expected volatility reflects the assumption that the historic volatility of the 5 years previous to the grant date indicates a future trend, which cannot also be the actual result.

(In thousands of reais)

27 Reconciliation of the effective rate of Income Tax and Social Contribution on Profit

	Parent Company		Consolidated	
	9/30/09	9/30/08	9/30/09	9/30/08
Income (loss) before taxes	94,486	211,774	56,763	245,086
Nominal rate	34%	34%	34%	34%
Expense at the nominal rate	(32,125)	(72,003)	(19,299)	(83,329)
Tax adjustments according to:				
Rate difference on investments abroad				11,608
Equity accounting and provision for unsecured liabilities	33,676	72,461	(884)	(214)
Interest on own capital		(1,360)		
Goodwill amortization	(13)		(5,826)	
Effect of rate difference in companies taxed by presumed profit			11,199	12,026
Stock Options	(1,293)	(1,115)	(5,174)	(5,039)
Effects of temporary differences compensation without deferred taxes recording			29,854	23,885
Effects of difference of tax loss without deferred taxes recording			13,640	1,393
Effect of the rate reduction due to SUDAM Tax Incentive			29,389	
Effect of Income Tax and Social Contributions in subsidiary Multimodal			(2,842)	
Deferred income tax not recorded			(11,177)	
Foreing exchange variation on investments abroad		3,217		3,217
Translation effects of subsidiaries' functional currency to presentation functional currency		2,614		(2,447)
Other permanent differences	(391)	273	(1,111)	437
Effective revenue (expense)	(146)	4,087	37,769	(38,463)
Provision for current taxes	-	(3,596)	(20,064)	(55,500)
Deferred taxes	(147)	(491)	57,833	17,037

28 Net Financial Income

	Parent Company		Consolidated	
	9/30/09	9/30/08	9/30/09	9/30/08
Interest on indebtedness/debentures/sureties	(153,575)	(111,333)	(553,736)	(415,188)
Financial instruments intended for hedge		(8,708)		3,847
Fines/tax interest/suppliers/wagons	(2,929)	(16,274)	(127,148)	(129,139)
Interest on leasing and concession		4,843	(132,938)	(91,991)
Foreign exchange Variation		(592)		(2,430)
Costumers/AVP/ Other	(5,626)	(20,152)	(23,129)	(49,201)
Total financial expenses	(162,130)	(152,216)	(836,951)	(684,102)
Revenue on financial investment	51,491	40,869	186,572	172,002
Interest on own capital		3,623		
Remuneration on debentures	10,451	53,164		
AVP/Other	8,687		5,644	644
Total financial income	70,629	97,656	192,216	172,646
Net financial income	(91,501)	(54,560)	(644,735)	(511,456)

(In thousands of reais)

29 Insurance – Consolidated

On September 30, 2009, the insurance coverage established by the Company's Management to cover possible losses and civil liability, is summarized as follows:

Line of Business	Coverage by event	Sum Insured	Duration
Rail operating risks	Property – property damage and loss of profits	60,000	8/1/2008 to 8/1/2010
Civil liability - rail operations	Operations, pollution, employer, vehicles (contingencies) and port	1,000	4/30/2009 to 4/30/2010
Rail freight insurance	Civil liability of the rail freight carrier (RCTF-C); rail risk (RF) – per shipment	2,000	6/30/2009 to 6/30/2010
Civil liability – trucks	Damages to third parties on domestic routes Damages to third parties on international routes	100 US$ 120	11/11/2008 to 3/31/2009 to 3/31/2010
Road freight insurance	Civil liability of the road freight carrier (RCTR-C) – accidents and (RCF-DC) theft; international road transportation	2,000	6/30/2009 to 6/30/2010

30 Financial Instruments

On September 30, 2009, the Company and its subsidiaries had the following main financial instruments:

Financial investments: classified as available-for-sale, are evaluated at fair value on the balance sheet date.

Investments: as described in Note 12, these refer to investments in closely-held subsidiaries and/or investments appraised at the equity method, representing strategic significance to the Company's operations.

Related parties: valuated at cost, as described in note 21.

Loans and financings: as described in note 16, these include effective charges and exchange swap effects, commented as follows, when applicable.

(In thousands of reais)

Debentures: the market value of the debentures issued by the Company and its subsidiaries are almost their face value on September 30, 2009.

The main risk factors of the Company and its subsidiaries related to financial instruments are as follows:

a) Credit risk

The Company and its subsidiaries are potentially subject to credit risks arising from their trade accounts receivable or credits held with financial institutions generated by financial investments. The procedures adopted to minimize commercial risks include the selection of customers through adequate credit analyses, the definition of sales limits and short-term maturity of trade notes. Estimated losses with these debtors are fully provisioned. Regarding financial investments, the Company and its subsidiaries have as policy only to realize investments in institutions with low credit risk. In addition, each institution has a maximum limit of investment balance, determined by the Management.

Risk of Interest Rate Appreciation

R$ thousand

Operation	Risk	Probable Scenario	+25%	+50%
FINANCIAL ASSETS AND LIABILITIES				
Debentures - 3rd Issue	CDI	17,702	20,258	24,148
Swap Long Postion- Counterpart HSBC	CDI	(17,702)	(20,258)	(24,148)
Debentures - 5th Issue	CDI	22,981	25,834	30,176
Swap Long Postion- Counterpart Standard Bank	CDI	(22,981)	(25,834)	(30,176)
CCB	CDI	10,856	12,291	14,497
Swap Long Postion- Counterpart Santander	CDI	(10,851)	(12,286)	(14,490)
References				
CDI		9.35	10.75	12.90

Probable scenarios based on banking macroeconomic projections.

(In thousands of reais)

b) Foreign Currency Risk

It derives from the possibility of loss due to fluctuations in exchange rates, that increase loan, suppliers or foreign currency agreements liability balance, as well as fluctuations that reduce the investment balance or other assets.

The Company's policy guides the use of derivative instruments only to mitigate effects related to Real exchange devaluation in its foreign currency forward purchases. Thus, the Company contracts "Dollar-Real" and "Euro-Real" swap operations at the same amount and with the same maturity date of the liabilities purpose of hedge. The Company follows up on a regular basis its exchange exposure in order to ensure that hedge operation result annuls the exchange effect over its cash flow.

Below is the exchange rate risk sensitivity analysis, showing the estimated effects of change in income scenarios for the next 12 months. The Management considered the exchange rate projected for 2009 a probable scenario, according to macroeconomic projections:

Risk of Foreign Currency Appreciation

R$ thousand

Operation	Risk	Probable Scenario	+25%	+50%
FINANCIAL ASSETS AND LIABILITIES				
Risk of foreign currency appreciation – Effect on investments:				
Investments	USD	10	2,426	4,851
Net effect on investments		**10**	**2,426**	**4,851**
Risk of foreign currency appreciation – Effect on suppliers / imports:				
Long-term suppliers	USD	116	26,922	54,337
Swaps Long Position by Counterpart:				
Counterpart Santander *	USD	(20)	(4,689)	(9,463)
Counterpart Santander	USD	(22)	(5,007)	(10,106)
Counterpart HSBC	USD	(57)	(13,363)	(26,971)
Counterpart Votorantim	USD	(15)	(3,408)	(6,878)
Counterpart Unibanco	USD	(8)	(1,911)	(3,858)
Counterpart Standard	USD	(14)	(3,286)	(6,632)
Net effect on suppliers / imports:		**(20)**	**(4,741)**	**(9,570)**
Risk of foreign currency appreciation – Effect on loans:				
BNDES financing	UMBNDES (Currency basket)	5	1,195	2,390
Swap Long position - Counterpart Santander		(5)	(1,202)	(2,426)
Net effect on loans:		**(0)**	**(7)**	**(36)**
References				
US Dollar/R$		1.78	2.22	2.67
UMBNDES		0.04	0.04	0.05

*Swap for Cash Flow equity hedge. The imports resulting from this swap are not in the Company's balance sheet.
Probable scenarios based on banking macroeconomic projections.

c) Financial charges deterioration risk

This risk derives from the possibility that the Company may incur in losses due to interest rates fluctuation or other indexes of its loans and financing that increase its financial expenses or decrease the financial revenues deriving from investments. In the Company, this risk impacts the net debt indexed in CDI (Total Debt indexed in CDI – Financial investments indexed in CDI). In order to partially cover this exposure, the Management chose to contract "Pré-DI" swap operations, turning the debentures of ALL Holding's Fifth Issue, issued at CDI + 1.5%, ALL Brasil's Third Issue, issued at 108% of CDI, and ALL Brasil's CCB, issued at CDI + 1.23%, into 100% fixed-rate operations. The description of the purpose, designation of instruments and calculations of effectiveness were formalized in the hedge documentation, allowing it to be recorded as hedge, according to CPC 14. The company continuously monitors these indexes to evaluate the eventual need to contract derivatives to mitigate these rates variation risk.

Below is the financial charges deterioration sensitivity analysis, showing the estimated effects of change in income scenarios for the next 12 months, considering as probable scenario the projected rates for the year 2009. Rates increases were simulated as alternative scenarios, considering that the Company has a net debt position:

(In thousands of reais)

Indebtedness Charges Deterioration Risk

R$ thousand

Operation	Risk	Probable Scenario	+25%	+50%
FINANCIAL ASSETS AND LIABILITIES				
CASH		**232,589**	**256,631**	**293,552**
Investments linked to CDI	CDI	160,564	184,606	221,527
Prefixed investments	PRE	72,025	72,025	72,025
FINANCING linked to the long-term interest rate (TJLP)	TJLP	171,239	203,201	235,193
FINANCING linked to Interbank Deposit Certificate (CDI)	CDI	94,286	107,246	126,976
Prefixed financings	PRE	14,030	14,030	14,030
DEBENTURES linked to CDI	CDI	116,130	131,238	154,216
Prefixed debentures	PRE	50,507	50,507	50,507
IGPM	IGPM	557	700	844
References				
CDI		9.35	10.75	12.90
TJLP		6.00	7.50	9.00
IGPM		4.50	5.65	6.82

Probable scenarios based on banking macroeconomic projections.

(In thousands of reais)

d) CVM Rule 475

The consolidated position of derivative financial instrument amounts is presented in the table below:

DESCRIPTION	REFERENCE VALUE (NOTIONAL)		FAIR VALUE		ACCUMULATED EFFECT (CURRENT PERIOD)	
	9/30/2009	6/30/2009	9/30/2009	6/30/2009	AMOUNT RECEIVABLE/ (RECEIVED)	AMOUNT PAYABLE/ (PAID)
SWAP CONTRACTS:						
NET POSITION						
FOREIGN CURRENCY						
MATURITIES USD x %CDI:						
3Q09	USD 3,531	USD 39,135	R$ 0	(R$ 14,858)	R$ 0	R$ 0
4Q09	USD 43,866	USD 52,334	(R$ 21,604)	(R$ 16,696)	R$ 0	(R$ 21,604)
1Q10	USD 7,469	USD 7,469	(R$ 5,537)	(R$ 3,904)	R$ 0	(R$ 5,537)
2Q10	USD 10,140	USD 0	(R$ 1,085)	R$ 0	R$ 0	(R$ 1,085)
3Q10	USD 20,014	USD 0	(R$ 1,293)	R$ 0	R$ 0	(R$ 1,293)
MATURITIES PRE x POS RATES:						
3Q11	R$ 0	R$ 0	R$ 0	R$ 0	R$ 0	R$ 0
3Q12	R$ 0	R$ 0	R$ 0	R$ 0	R$ 0	R$ 0
4Q12*	R$ 200,000	R$ 200,000	(R$ 401)	R$ 0	R$ 0	(R$ 401)
3Q14*	R$ 75,000	R$ 75,000	(R$ 1,069)	R$ 0	R$ 0	(R$ 1,069)
1Q18*	R$ 150,000	R$ 150,000	R$ 3,071	R$ 2,627	R$ 3,071	R$ 0
3Q18*	R$ 166,666	R$ 166,666	(R$ 1,043)	R$ 0	R$ 0	(R$ 1,043)
TERM OF US CURRENCY:						
3Q09'	R$ 0	R$ 12,500	R$ 0	(R$ 1,783)	R$ 0	R$ 0
TOTAL			**(R$ 28,960)**	**(R$ 34,614)**	**R$ 3,071**	**(R$ 32,032)**

** Derivative operations qualified as hedge (hedge documentation)*

All derivative operations are recorded in CETIP S.A. – OTC Clearing House.

It is worth pointing out that, at maturity, the negative or positive effect arising from these operations is offset by the contrary effect in asset and liability whose risk is being mitigated.

The accounting effect and the fair value of derivatives and purpose of hedge instruments are controlled by a treasury control system deemed efficient by the Company's Management.

The fair value of the derivatives was calculated based on exchange curves and current BM&F interest rates on September 30, 2009 for future value projection, as well as DI future rate of BM&F to carry these flows to present value. There is no margin deposit or guarantees of any type or amount, for none of the derivatives under consideration.

As of September 30, 2009, the effect on the Company's results of operations with hedge financial instruments is (R$25,903), and R$3,847 on September 30, 2008. Gains and losses of swaps related to the hedge structure are recognized at shareholders' equity in the amount of (R$297) on September 30, 2009.

(In thousands of reais)

31 Private Social Security

The indirect subsidiary ALL Malha Oeste sponsors Benefits Plan, together with a multi-sponsor fund, HSBC Fundo de Pensão. The plan has prevailing characteristics in the defined contribution modality during the funds accumulation period. The only defined benefit, in the accumulation stage, is a benefit equivalent to, at most, six salaries, paid in the event of disability and retirement process, calculated according to formulas and conditions established in the plan's regulation.

The contributions are made on average, in the proportion of 67% by the sponsor and 33% by the active participants. The contributions related to Minimum Benefit are fully carried out by the Sponsor, as established in an actuarial technical note, and restated on a yearly basis, through actuarial evaluations.

The plan is evaluated annually, by an independent actuary, and the last actuarial evaluation of the Plan was concluded on December 31, 2008. The reference date used in the evaluation was October 2008.

	2008	**2007**		**2008**	**2007**
			Sponsor Contributions:		
Participants	166	274	Participation Payroll	2,177	4,577
Net Assets	7,688	8,630	Regular Contribution	0.40%	1.10%

The plan also has a defined benefit portion in the concession phase, whose actuarial liability refers to monthly life annuities granted to its participants. The present value of the actuarial liability Sponsored Participants was calculated based on the mortality table AT-83 and on a financial discount rate of 6% per year; on December 31, 2008, it amounts to R$1,907 and is totally covered by the Plan's Net Assets.

In addition to the total financial coverage of actuarial liabilities, the plan has a surplus with which a pension fund that amounts to R$ 2,338 on December 31, 2008 was made. The Fund was established by remaining balances of contributions from the sponsor, coming from withdrawals of participants who made a partial redemption, not being eligible to benefits of the plan.

32 Subsequent Event

As per material fact disclosed on October 2, 2009, the Company's shareholders approved the private issue of subordinated debentures, convertible into shares in the amount of up to R$1,300,750,000.00 on the issue date, considering as certain the fact that there may be partial placement of debentures in case the subscribed and paid-up amount reaches, at least, R$350,000,000.00, pursuant to the steady terms and conditions provided for in the minutes of the Extraordinary General Meeting on said date.

* * *

ALL REPORTS 3Q09 AND 9M09 RESULTS

Curitiba, Brazil, November 11, 2009 – América Latina Logística S.A. – ALL (Bovespa: ALLL11)[1], Latin America's largest independent logistics company, announces its results for the third quarter and nine months of 2009 (3Q09 and 9M09). ALL operates 21,300 km of rail tracks, 1,095 locomotives, 31,650 rail cars, 700 highway vehicles, distribution centers and warehousing installations. ALL's rail network serves an area that accounts for approximately 65% of Mercosur's GDP. The Company serves seven of the most active ports in Brazil and Argentina through which approximately 78% of all South America's grain exports are shipped annually. We offer a full range of logistics services, including domestic and international rail transportation, intermodal door-to-door transportation, distribution and warehousing. The services are provided in Brazil and Argentina by three business units: agricultural commodities, industrial products and highway services. Comparisons included in this report, unless otherwise stated, refer to the same period of 2008. Financial and operational information, unless otherwise stated, are presented in nominal Reais pursuant to the Brazilian Corporate Law. Results for 2008 and 2009, unless otherwise stated, contemplate the changes in the Brazilian Accounting Standards occurred in 2008 (Law 11,638) and 2008 Results may differ from numbers previously released. Consolidated results, unless otherwise stated, excludes the results of Santa Fé Vagões.

Conference Calls:

English
November12, 2009
Thursday
8:30 a.m. US EST

Portuguese
November 12, 2009
Thursday
7:00 a.m. US EST

Meeting with Analysts and Investors:

November 17, 2009
Tuesday
11:00 a.m. (Brasília)

Blue Tree Towers Faria Lima
Av. Brigadeiro Faria Lima, 3989
São Paulo – SP

OPERATING AND FINANCIAL HIGHLIGHTS

✓ **ALL Brazil's volume grew 10.3% in 9M09 to 27,593 million RTK,** in line with our guidance for the year. Volumes in agricultural commodities increased 11.9%, mainly driven by a favorable grain export market and partially offset by a 11.3% reduction in return cargo. Industrial volumes grew 6.5% with market share gains in all segments. In 3Q09, Brazil rail volumes rose 11.4%, to 10,065 million RTK, pushed by a 13.1% growth in agricultural commodities and a 7.2% increase in industrial products.

✓ **Average yield decreased 2.9% in Brazil, from R$76.8 per thousand RTK in 9M08 to R$74.6 per thousand RTK in 9M09,** mainly driven by weak freight prices in the spot market and the contractual diesel pass through of the significant price reduction realized by Petrobras in June. In 3Q09, average yield decreased 6.5% in Brazil reflecting a full quarter of lower diesel prices and higher volumes of return cargo, partially offset by an increase in trucking drayage service volumes.

✓ **ALL Brazil's EBITDA[1] increased 2.2% in 9M09 to R$975.6 million,** driven by higher rail volumes and market share gains partially offset by lower yields and margins. EBITDA grew 4.2% in agricultural commodities and 0.2% in industrial products. In 3Q09, EBITDA decreased 2.0% in Brazil to R$338.6 million, impacted by a 6.5% reduction in yield and a decrease in EBITDA margins from 55.7% to 54.0%.

✓ **Total subscription in ALL's Private Offering of Convertible Debentures reached more than R$1.2 billion, during the preemptive rights subscription period ended in November 3rd.** Controlling Shareholders subscribed a total of 3.8 million Debentures, equivalent to R$464.6 million, to be converted in common shares with a 3 years lock-up-period. Total leftovers amounted R$61.9 million and can be subscribed until November 13th. ALL should announce in November 17th a Material Fact with the final balance of the Private Offering.

✓ **First estimates indicate a very positive market scenario for 2010.** According to the most recent CONAB estimates the total grain crop in our coverage region is expected to grow 9.3% in 2010 as compared to 2009, with an 11.3% increase in soybean and a 6.4% increase in corn. Moreover, industrial production is expected to grow 6.5% in 2010, revamping from the huge drop in 2009. The signs for a recovery in yields are very positive for 2010.

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1 Preferred shares (ALLL4) and common shares (ALLL3) are also listed at BOVESPA but with no significant liquidity.
2 EBITDA calculation considers the changes in Brazilian Accounting Standards (Law 11,638). Law 11,638 treats a significant portion of our railcar rental contracts as owned assets. Therefore railcar rental costs vanish, being treated as depreciation and financial expenses. Under the new Brazilian Accounting Standards, differentiation between EBITDAR (EBITDA prior to rental costs) and EBITDA no longer apply.

ALL – AMÉRICA LATINA LOGÍSTICA S.A. AND SUBSIDIARIES

COMMENTS ON THE CONSOLIDATED PERFORMANCE IN THE QUARTER
3Q09

Table 1 - Financial Highlights (R$ million)	3Q09	3Q08	% Change*	9M09	9M08	% Change*
ALL Brazil Operations						
Gross Sales	725.7	712.2	1.9%	2,123.3	2,035.5	4.3%
Net Sales	627.3	619.8	1.2%	1,857.9	1,775.0	4.7%
EBITDA	338.6	345.4	-2.0%	975.6	954.2	2.2%
*EBITDA Margin***	*54.0%*	*55.7%*	*-1.8%*	*52.5%*	*53.8%*	*-1.2%*
Net Income	67.0	118.9	-43.6%	124.2	219.6	-43.4%
ALL Consolidated***						
Gross Sales	761.9	770.2	-1.1%	2,235.2	2,155.3	3.7%
Net Sales	662.5	676.3	-2.0%	1,967.0	1,891.7	4.0%
EBITDA	341.2	360.1	-5.3%	979.2	972.3	0.7%
*EBITDA Margin***	*51.5%*	*53.3%*	*-1.8%*	*49.8%*	*51.4%*	*-1.6%*
Net Income****	57.9	117.4	-50.7%	95.4	208.7	-54.3%
EPS (R$/ Share)	0.10	0.20	-50.7%	0.17	0.36	-54.3%
Consolidated Balance Sheet Indicators						
Total Assets	11,821.8	10,605.8	11.5%	11,821.8	10,605.8	11.5%
Shareholders Equity	2,602.0	2,635.4	-1.3%	2,602.0	2,635.4	-1.3%
EBITDA (Trailling 12 months)	1,242.0	1,200.7	3.4%	1,242.0	1,200.7	3.4%
Net Debt	2,675.9	2,803.9	-4.6%	2,675.9	2,803.9	-4.6%
Net Debt / (Trailling 12 months EBITDA)	2.2	2.3	-7.7%	2.2	2.3	-7.7%
Net Debt/ Equity	1.0	1.1	-3.3%	1.0	1.1	-3.3%

*** For EBITDA margin change means percentage points gained/(lost)*

**** Excludes results of Santa Fé Vagões*

***** Includes net income from Santa Fé Vagões as a result of earnings on equity stake*

Earnings per share calculation based on number of existing shares as of September 30th, 2009

Values may not add up due to rounding

Comments from Bernardo Hees – CEO

We are announcing 9M09 results showing a 7.4% consolidated volume growth, increases of 4.0% in net revenues and 0.7% in EBITDA[2], and a net income of R$95.4 million**.** These results show the resilience of our business in a recession scenario despite (i) the drop in industrial production in Brazil and Argentina; (ii) crop breaks over 45% in Argentina and 7% in Brazil; (iii) lower freight prices in spot market; and (iv) the two digits diesel price reduction realized by Petrobras in June.

In Brazil, volumes increased 10.3% in 9M09, as we took advantage of a favorable export market in agricultural commodities in 1H09 and gained market share in all industrial products segments. EBITDA grew 2.2% to R$975.6 million, negatively impacted by a 2.9% drop in average yield, and EBITDA margin decreased 1.2 percentage point to 52.5%. In 3Q09, volume grew 11.4% in Brazil (i) benefiting from an increase in return cargo volumes and (ii) gaining market share in an environment of weak industrial production and grain exports. EBITDA decreased marginally to R$338.6 million due to a 6.5% reduction in yields – driven by a full quarter of lower diesel prices and by a depreciated freight price in spot market - which impacted revenues and pressured EBITDA margins down from 55.7% to 54.0%.

Agricultural commodities volumes increased 11.9% in 9M09 due to a 15.4% increase in front haul flows partially offset by an 11.3% decrease in return cargo volumes. In 3Q09, volumes increased 13.1% year-over-year, broken into a 41.0% increase in return cargo – benefited by the small comparison base posed by 3Q08 - and a 9.3% increase in front haul flows. Grain exports weakened in 3Q09 and were 2% down comparing with last year, reflecting (i) a crop 7% below 2008 and (ii) the end of shipment pressure coming from the high inventories levels accumulated during 2008 and exported in 1H09. Agricultural Commodities' EBITDA increased 4.2% in 9M09 to R$735.9 million and decreased 0.3% in 3Q09, mainly due to a 6.6% reduction in yields.

In industrial business unit, the recession scenario has changed the focus of our clients from increasing production to cost cutting, and market share gains has accelerated this year as new projects are becoming operational. Volumes increased 6.5% in 9M09 and 7.2% in 3Q09 and, despite a lower than usual growth, we gained market share in every segment, more than compensating

[2] EBITDA calculation considers the changes in Brazilian Accounting Standards (Law 11,638). Law 11,638 treats a significant portion of our railcar rental contracts as owned assets. Therefore railcar rental costs vanish, being treated as depreciation and financial expenses. Under the new Brazilian Accounting Standards, differentiation between EBITDAR (EBITDA prior to rental costs) and EBITDA no longer apply.

the two digits reduction in industrial production in Brazil. EBITDA increased marginally in 9M09 to R$234.3 million and decreased 4.3% in 3Q09 to R$83.9 million impacted by average yield decrease of 3.6% in 9M09 and 6.0% in 3Q09.

Volumes in ALL Argentina went down 16.2% in 9M09 and 24.0% in 3Q09, as we continue to face a very tough environment in the country, with a severe recession, an agricultural crop drop of more than 45% and partial blockages in our railroads. The Argentina operation represents today 5% of our revenues and less than 1% of our EBITDA.

Although we still have a challengeable 4Q09 marketwise ahead of us, perspectives for 2010 are promising. The most recent estimates indicate a 9.3% increase in Brazilian grain crop in our region next year, with an 11.3% growth in soybean and a 6.4% growth in corn. Moreover, industrial production is expected to grow 6.5% in 2010 and it would mean a important shift compared to the market environment we are facing in 2009. The signs for a recovery in yields are very positive for 2010.

Moreover, our more long term expansion projects are well under way. In July, we started the construction of a 260 km rail line from Alto Araguaia to Rondonópolis, which will be 90% financed by BNDES, and we are concluding negotiations with FI-FGTS in order to have the project 100% funded. The Rumo-Cosan project in the sugar segment, which comprises R$1.2 billion in CAPEX from Rumo in our rail system, is in a final stage in the process of raising capital.

At the end of the quarter, we announced a Private Offering of Convertible Debentures, which is next to its closing date. Total subscription reached R$1,238.762 million or 10,237,703 Debentures during the preemptive rights subscription period ended in November 3rd. Controlling Shareholders subscribed a total of 3,840,202 Debentures, equivalent of R$464.6 million, to be converted in common shares with a 3 years lock-up-period. Total leftovers amounted R$61.9 million and can be subscribed until November 13th. We should announce in November 17th a Material Fact with the final balance of the Private Offering. We are pleased and glad to see the confidence of our shareholders with the long term perspectives of our business.

OPERATING PERFORMANCE BY BUSINESS SEGMENT

Consolidated Results[3]

Consolidated volumes increased 7.1% in 3Q09 - from 10,291 million RTK in 3Q08 to 11,017 million RTK - mainly driven by an 11.4% volume growth in Brazil, as we gained market share in grain exports and in industrial segment and were favored by an improvement in return cargo volumes. Gross revenues decreased 1.1%, from R$770.2 million in 3Q08 to R$761.9 million in 3Q09, impacted by a 5.8% drop in average yield measured in R$/'000 RTK. The reduction in yield reflects: (i) a full quarter of lower diesel prices, which we contractually pass through to our tariffs, (ii) pressured freight prices in spot market and (iii) the depreciation of the Peso against the Real, which reduced yields in Argentina converted in Reais.

EBITDA decreased 5.3% in 3Q09, from R$360.1 million in 3Q08 to R$341.2 million, mainly due to a 6.5% drop in average yield in rail business in Brazil and by a poor performance in Argentina, where we faced very tough market and political environment. EBITDA margin decreased 1.8 percentage point in the quarter, from 53.3% in the 3Q08 to 51.5%.

Table 2 - EBITDA (R$ million)	3Q09	3Q08	Growth 3Q09	% Growth 3Q09	9M09	9M08	Growth 9M09	% Growth 9M09
ALL Consolidated	341.2	360.1	(18.9)	-5.3%	979.2	972.3	6.9	0.7%
ALL Brazil	338.6	345.4	(6.8)	-2.0%	975.6	954.2	21.4	2.2%
Agricultural Commodities	252.7	253.6	(0.8)	-0.3%	735.9	706.3	29.6	4.2%
Industrial Products	83.9	87.8	(3.8)	-4.3%	234.3	233.8	0.4	0.2%
Highway Based Services	1.9	4.1	(2.2)	-52.9%	5.5	14.1	(8.6)	-61.0%
ALL Argentina	2.6	14.7	(12.1)	-82.3%	3.6	18.0	(14.5)	-80.3%

In 9M09, volumes increased 7.4% as compared to the same period of 2008, with market share gains in industrial segment and benefiting from higher agricultural exports in 1H09. Average yield decreased 1.0% driven by a two digit drop in industrial production in Brazil and by the pass through of diesel price reduction realized by Petrobras in June. Gross Revenues grew 3.7% to R$2,235 million, EBITDA increased 0.7%, from R$972.3 million in 9M08 to R$979.2 million, and EBITDA margin decreased 1.6 percentage point to 49.8%.

[3] Excludes results of Santa Fé Vagões.

Table 3 - EBITDA Margin (%)	3Q09	Third Quarter 3Q08	Change*	9M09	Nine Months 9M08	Change*
ALL Consolidated	51.5%	53.3%	-1.8%	49.8%	51.4%	-1.6%
ALL Brazil	54.0%	55.7%	-1.8%	52.5%	53.8%	-1.2%
Agricultural Commodities	58.3%	61.3%	-2.9%	56.0%	58.6%	-2.6%
Industrial Products	48.2%	50.9%	-2.7%	48.2%	50.1%	-1.9%
Highway Based Services	9.7%	12.2%	-2.5%	9.6%	13.7%	-4.1%
ALL Argentina	7.4%	26.1%	-18.7%	3.3%	15.5%	-12.2%

** Indicates percentage points gain / (loss)*

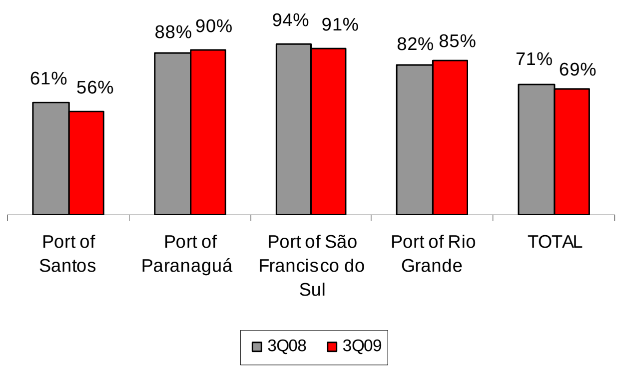
Agricultural Commodities

Agricultural commodities volumes increased 13.1% in 3Q09, from 6,345 million RTK in 3Q08 to 7,177 million RTK, mainly driven by increases in transport of soy meal (15.3%), fertilizers (25.3%), corn (35.3%) and wheat (536.4%). Return cargo volumes increased 41.0% compared with a small volume base in 3Q08, as farmers concentrated fertilizers acquisitions and shipments along the first semester last year. Volumes in front haul flows increased 9.3%, despite a weakness in grain exports through the ports we serve in 3Q which were 2% down compared with the same period of 2008. Reduction in grain exports reflects (i) a crop 7% below 2008 and (ii) the end of shipment pressure coming from the high inventories levels accumulated during 2008 and exported in 1H09.

Table 4 - Agricultural Commodities Products (million RTK)	3Q09	3Q08	% Change	9M09	9M08	% Change
Soy	1,898.0	1,870.5	1.5%	9,661.1	7,858.5	22.9%
Soy Meal	1,158.0	1,004.4	15.3%	2,971.7	2,521.7	17.8%
Fertilizers	923.1	736.9	25.3%	1,598.2	2,050.9	-22.1%
Sugar	994.7	1,142.1	-12.9%	1,971.8	2,152.0	-8.4%
Corn	1,938.1	1,432.1	35.3%	2,659.3	2,326.8	14.3%
Wheat	148.8	23.4	536.4%	481.2	293.6	63.9%
Rice	113.0	119.0	-5.1%	356.6	344.9	3.4%
Others	3.4	16.6	-79.5%	10.2	71.2	-85.7%
Total	**7,177.2**	**6,345.1**	**13.1%**	**19,710.1**	**17,619.6**	**11.9%**

Total market share at the ports we serve marginally decreased from 71% in 3Q08 to 69% in 3Q09. Our market share increased in soybean and corn exports, but decreased in sugar – especially in Port of Santos – as exports increased 22% and our volumes decreased 12.9%. The project we signed with Rumo/Cosan will create the necessary infrastructure and capacity around our rail system in state of São Paulo, in order to shift sugar volumes from roads to our system, accelerating market shares gains in sugar exports.

Agricultural Commodities - Market Share by Port



Gross revenues increased 5.7%, from R$462.6 million in 3Q08 to R$488.9 million in 3Q09, and gross yield, measured in R$/'000 RTK, decreased 6.6%, reaching R$68.1 per '000 RTK. The yield decrease reflects (i) a pressured freight price in the spot market, (ii) the pass through of diesel prices reduction in June and (iii) the growth in return cargo volumes, which have lower yields. EBITDA decreased 0.3%, from R$253.6 million in 3Q08 to R$252.7 million in 3Q09, pushed by lower yields, and EBITDA margin went down 2.9 percentage points to 58.3%.

Table 5 - Agricultural Commodities		**Third Quarter**			**Nine Months**	
(R$ million)	**3Q09**	**3Q08**	**Change***	**9M09**	**9M08**	**Change***
Volume (million RTK)	7,177	6,345	13.1%	19,710	17,620	11.9%
Gross Revenues	488.9	462.6	5.7%	1,478.7	1,357.1	9.0%
Gross Yield (R$/'000 RTK)	*68.1*	*72.9*	*-6.6%*	*75.0*	*77.0*	*-2.6%*
Net Revenues	433.1	413.9	4.7%	1,315.1	1,205.3	9.1%
EBITDA	252.7	253.6	-0.3%	735.9	706.3	4.2%
EBITDA Margin	*58.3%*	*61.3%*	*-2.9%*	*56.0%*	*58.6%*	*-2.6%*

** For EBITDA Margin indicates percentage points gain / (loss)*

In 9M09, volume grew 11.9%, mainly driven by a 15.4% increase in front haul flows, more than offsetting an 11.3% drop in return cargo. In 9M09, gross revenues increased 9.0%, reaching R$1,478.7 million, and gross yield decreased 2.6%, to R$75.0 per ‘000 RTK, pressured by weak freight prices in the spot market and by the diesel price reduction realized by Petrobras in June. EBITDA grew 4.2%, from R$706.3 million in 9M08 to R$735.9 million and EBITDA margin decreased 2.6 percentage points, from 58.6% in 9M08 to 56.0%.

Industrial Products

Industrial volumes increased 7.2% in 3Q09, from 2,694 million RTK in 3Q08 to 2,888 million RTK. Despite the lower than usual growth, we gain market share in every segment more than compensating the reduction in industrial production in Brazil, as we keep gaining market share in intermodal and pure rail segments.

Table 6 - Intermodal Industrial Products (million RTK)	**3Q09**	**3Q08**	**% Change**	**9M09**	**9M08**	**% Change**
Steel Products	303.0	260.3	16.4%	692.3	706.2	-2.0%
Wood Products	257.0	185.5	38.6%	590.5	487.3	21.2%
Food Products	182.8	181.1	0.9%	525.3	416.1	26.3%
Containers	315.9	268.5	17.6%	804.5	695.1	15.7%
Others	114.3	98.8	15.7%	494.7	462.7	6.9%
Total	**1,172.9**	**994.2**	**18.0%**	**3,107.3**	**2,767.5**	**12.3%**

In intermodal flows, volume increased 18.0% in 3Q09, with growth in containerized cargo, steel and wood products with the beginning of VCP operation in Três Lagoas. As we expect to grow intermodal flows at faster rates than pure rail industrial flows (i.e. fuel products and construction products flows) in the long-term we should see intermodal flows accounting for an increasingly larger portion of total industrial flows. In 9M09, intermodal flows volume grew 12.3%, with market share gains in all segments.

Table 7 - Pure Rail Industrial Products (million RTK)	**3Q09**	**3Q08**	**% Change**	**9M09**	**9M08**	**% Change**
Fuel Products	1,191.0	1,157.8	2.9%	3,413.7	3,267.9	4.5%
Vegetal Oil	72.4	67.9	6.6%	228.7	210.3	8.7%
Construction	451.5	474.0	-4.7%	1,133.0	1,154.3	-1.8%
Total	**1,714.9**	**1,699.8**	**0.9%**	**4,775.4**	**4,632.5**	**3.1%**

In the fuel products, construction and vegetal oil segments - which are shipped almost exclusively by rail in our area of operation – we have two different situations: (i) in the southern portion of our rail network, where we have a high market share, our performance is dependent on growth in the respective industries; and (ii) in the northern portion of our rail network, where our market share is small, we have significant room to grow volumes regardless of market growth. Pure rail industrial products volumes increased 0.9% in 3Q09 and 3.1% in 9M09, when compared to the same period of last year.

Table 8 - Industrial Products		**Third Quarter**			**Nine Months**	
(R$ million)	**3Q09**	**3Q08**	**Change***	**9M09**	**9M08**	**Change***
Volume (million RTK)	2,888	2,694	7.2%	7,883	7,400	6.5%
Gross Revenues	213.8	212.1	0.8%	578.7	563.3	2.7%
Gross Yield (R$/'000 RTK)	*74.1*	*78.7*	*-6.0%*	*73.4*	*76.1*	*-3.6%*
Net Revenues	174.2	172.5	1.0%	485.8	466.9	4.0%
EBITDA	83.9	87.8	-4.3%	234.3	233.8	0.2%
EBITDA Margin	*48.2%*	*50.9%*	*-2.7%*	*48.2%*	*50.1%*	*-1.9%*

** For EBITDA Margin indicates percentage points gain / (loss)*

Industrial products' gross revenues increased 0.8% in 3Q09, from R$212.1 million in 3Q08 to R$213.8 million, with an average yield decrease of 6.0%, impacted by lower freight prices in the spot market and pass through of diesel price reduction in June. EBITDA decreased 4.3%, from R$87.8 million in 3Q08 to R$83.9 million, and EBITDA margin decreased 2.7 p.p. in the period, to 48.2%. In 9M09, gross revenues grew 2.7%, reaching R$578.7 million, and EBITDA increased 0.2%, from R$233.8 million in 9M08 to R$234.3 million.

Highway Services Business Unit

In Highway Services volumes, measured in remunerated kilometers (RK), decreased 40.9% in 3Q09, mainly driven by the discontinuation of beverage distribution service for Ambev in the end of 3Q08 and a strong volume reduction in our automotive clients as a result of the economic recession. Gross revenues decreased 38.6% in 3Q09, to R$23.0 million, and average yield increased 4.0% in the quarter. EBITDA decreased 52.9% in 3Q09, to R$1.9 million, and EBITDA margin decreased to 9.7%. In 9M09, highway services volumes decreased 40.7%, gross revenues went down 42.7%, to R$65.9 million, and EBITDA worsened 61.0%, to R$5.5 million.

Argentina Operations

In Argentina, we had another difficult quarter as we are still facing a very tough market and political environment in the country. The agriculture crop reduces more than 45%, as a result of a prolonged drought, and economic recession has been more severe in Argentina than in Brazil, with significant impact on raw materials transportation. Moreover, protests and blockages in our railroads in the country continue to be a problem. Therefore, to anticipate short run trends in Argentina seem to be a very tough mission.

ALL Argentina's gross revenues decreased 0.7% in 3Q09, from P$78.7 million in 3Q08 to P$78.1 million, due to a 24.0% decrease in volumes partially offset by an 30.6% increase in yield. EBITDA decreased 75.9% from P$23.3 million in 3Q08 to P$5.6 million in 3Q09 and EBITDA margin worsened from 30.5% to 7.4%. In 9M09, EBITDA decreased from P$29.5 million in 9M08 to P$7.7 million, and EBITDA margin decreased from 15.5% to 3.8%.