

TRISUL S.A.

C.N.P.J./M.F. [Brazilian National Register of Legal Entities] No. 08.811.643/0001-27
N.I.R.E. [Company Registration Number]: 35.300.341.627

Publicly Held Company

**MINUTES OF THE BOARD OF DIRECTORS' MEETING
HELD ON OCTOBER 19th, 2009**

DATE, TIME AND VENUE: On October 19th, 2009, at 2:30 pm, at the Company's headquarters, located at Avenida Paulista, no. 37, 15th floor, Bairro Paraíso, Zip Code 01311-902, in the city and state of São Paulo.

CALL NOTICE: The call notice was waived due to the presence of all members of the Board of Directors.

ATTENDANCE: All members of the Board of Directors.

OFFICERS OF THE MEETING: Chairman: Mr. Michel Esper Saad Junior; Secretary: Mr. Marco Antonio Cattini Mattar.

AGENDA: (i) acknowledgement and approval of Management's Reports; (ii) acceptance of the resignation submitted by Ms. Rebeca de Ouro Preto from the position of the Investor Relations Officer and (iii) subsequently, appointment of a replacement for said position.

RESOLUTIONS: The members of the Board of Directors unanimously decided, without restrictions, to take the following resolutions:

- (i)** To approve, pursuant to Section 17, item X, of the Company's Bylaws, the Management's Reports relating to August 30th 2009, which have been duly filed at the Company's headquarters;
- (ii)** To accept the resignation of Ms. Rebeca de Ouro Preto from the position of Investor Relations Officer, as per the resignation letter submitted to the Company on October 1st, 2009. The Board members sincerely thank Ms. Ouro Preto for her performance, which immensely contributed to the Company's growth.
- (iii)** To elect Mr. Marco Antonio Cattini Mattar, the Company's Vice Chief Executive Officer, as Ms. Ouro Preto's definitive replacement for the position of Investor Relations

Officer, which he has been holding on an interim basis since February 18th, 2009. The election of Mr. Marco Mattar is in compliance with Section 20 of the Bylaws, with a unified term of office of 3 (three) years, up to October 19th, 2012 and extending the till the first Board of Directors' Meeting following the Shareholders' Meeting in 2012, with the possibility of reelection. Mr. Marco Antonio Cattini Mattar will formally take office after signing the respective instrument of investiture, which will be filed at the Company's headquarters.

CLOSURE, DRAWING UP, APPROVAL AND SIGNING OF MINUTES: There being no further issues to address, these Minutes were drawn up, read, approved and signed by those present. Attendance: Michel Esper Saad Jr.; Jorge Cury Neto; José Roberto Cury; Marco Antonio Cattini Mattar; Ronaldo José Sayeg; Raul Carlos Pereira Barreto and Ricardo Malavazi Martins.

This is a free translation of the minutes drawn up in the Company's Records.

Marco Antonio Cattini Mattar
Secretary